

Bylaws of the British Columbia Water Polo Association

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws,
- a) “Act” means the Society Act,
 - b) “AGM” means an annual general meeting,
 - c) “BCWPA” means the British Columbia Water Polo Association,
 - d) “Board” means the directors of the BCWPA, acting as a body,
 - e) “club” means a group or association, whether or not incorporated, the purpose of which is to practice, play and promote water polo, and that itself has at least five participants,
 - f) “director” means a director of the BCWPA,
 - g) “general meeting” includes an AGM and a special general meeting,
 - h) “member” means a member of the BCWPA,
 - i) “participant” means the players, coaches, athletes, directors, referees, and supporters who are members of or associated with a club,
 - j) “region” means a defined geographic area of British Columbia,
 - k) “registered address” means a member’s address as recorded in the register of members,
 - l) “special resolution” has the meaning given to it in the Act,
 - m) the singular includes the plural and vice versa, and
 - n) persons include corporations and associations.
- 1.2 The constitution and these bylaws can only be changed by special resolution.
- 1.3 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.4 On being admitted to membership, each member is entitled to, and the BCWPA must on request give the member without charge, a copy of the constitution and these bylaws.

1.5

- a) The Board may divide British Columbia into regions, and may alter the boundaries of, or increase or decrease the numbers of, those regions.
- b) Subject to the Act, the constitution, these bylaws, and any resolution of the Board, the members of the BCWPA who ordinarily reside in a region may govern matters of a regional nature.

2 The operations of the Society are to be carried on chiefly within the Province of British Columbia provided that the Society may participate in water polo tournaments held outside the Province and also provide that clubs from outside the Province may be admitted to the Society. This paragraph is alterable.

3 The society shall be carried on, without purpose of gain for its members and any profits or other accretions to the society shall be used for promotion of its objects.

4 In the event that the society should be at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognised charitable organization in the province or elsewhere in Canada as directed by the members.

5 Clauses 4 and 5 are unalterable.

Part 2 - Membership

2.1 The members of the BCWPA are the applicants for incorporation, and those that subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2

- a) There are two classes of members, full members and associate members.
- b) Full members must be clubs.
- c) Associate members may be any person, association or corporation that supports the goals of the BCWPA.
- d) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership fees is a member.
- e) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the class of membership of an applicant.

- 2.3 An application for membership must:
- a) be in writing and in a form approved by the Board,
 - b) include the name, address, and telephone number of the applicant,
 - c) in the case of applicants for full membership include the names, addresses, and telephone numbers of the applicant's participants, and appoint an authorized representative under bylaw 4.7(2), and
 - d) include annual membership fees.
- 2.4 Membership is not transferable.

- 2.5 Annual membership fees, and the date by which they must be paid, must be set by the Board.
- 2.6 A member must renew its membership annually, using the form prescribed in bylaw 2.3 (a).
- 2.7 Every member, director and participant must comply with
- a) the Act,
 - b) the constitution and bylaws of the BCWPA,
 - c) any rules and policies made by the BCWPA, including procedures for its governance, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the
- a) Board.
- 2.8 A member ceases to be a member on
- a) delivering a written resignation to the BCWPA,
 - b) in the case of a full member, ceasing to have fewer than five participants,
 - c) having been a member not in good standing for three months, or
 - d) being expelled.
- 2.9 A member becomes a member not in good standing on failing to
- a) pay a debt due and owing to the BCWPA, or
 - b) renew its membership according to bylaw 2.6.
- 2.10 A member may be expelled by special resolution, or by a vote of which 75% of all the directors then in office are in favour. The notice of a resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A member who is the subject of a proposed resolution for expulsion must be given an opportunity to be heard before the resolution is put to a vote.

Part 3 - Meetings of Members

- 3.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws that the Board decides.
- 3.2 An AGM must be held at least once in every calendar year, not more than 15 months after the last preceding AGM.
- 3.3 Every general meeting, other than an AGM, is a special general meeting.
- 3.4 The Board may, when it thinks fit, convene a special general meeting.
- 3.5 The Board, on the requisition of 10% or more of the full members, must convene a special general meeting without delay.
- 3.6 The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
 - a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the BCWPA.
- 3.7 If, within 21 days after the date of the delivery of the requisition, the Board does not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
- 3.8 A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.
- 3.9 Notice of a general meeting must:
 - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and
 - b) include any special resolution to be proposed at the meeting.

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business is:

- a) all business at a special general meeting except the adoption of rules of order, and
- b) all business at an AGM, except
 - i) adoption of rules of order,
 - ii) consideration of the financial statements,
 - iii) the report of the auditor, if any,
 - iv) the report of the Board,
 - v) the election of directors,
 - vi) appointment of the auditor, and
 - vii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

4.2 Quorum is 30% of the full members, but never less than three full members, present at all times. No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present. If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to the same weekday 14 days later, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this section need be given to members not present.

4.4 A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.5 A resolution at a general meeting must be moved and seconded, and the chair cannot move or propose a resolution.

If the chair of a general meeting is a director, then that person cannot vote, except to break a tie.

4.6 The president, the first vice-president, or, in the absence of both, one of the other directors present, must preside as chair of a general meeting. If at a general meeting there is no president, first vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or the president, first vice-president, and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.

4.7 Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands. A full member must vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a general meeting of the BCWPA.
Proxy voting is prohibited.

The Directors have the right to notice of every general meeting, and to speak at the meeting.

- 4.8 A full member not in good standing is not eligible to vote. Associate members must not vote, but have the right to notice of and to attend general meetings.
- 4.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Robert's Rules of Order (Newly Revised) must be used.

Part 5 - Board and Officers

- 5.1 The Board may exercise all the powers of the BCWPA, and do all the things that the BCWPA may do, subject to:
- a) the constitution and these bylaws,
 - b) all laws affecting the BCWPA, and
 - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the BCWPA in general meeting.
- 5.2 The Board may make regulations and policies for the organization, registration, certification, training, qualifications, discipline and general governance of athletes, coaches, referees, participants and clubs.
- 5.3 No rule made by the BCWPA in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.4 The directors shall be as identified in Part 8 of these Bylaws and will include eight (8) elected positions and potentially one (1) appointed position for the position of the Past President.
- Directors have a term of two years, and may be given other titles. As far as practicable, half must be elected at each AGM.
- A director must not also be the authorized representative of a member.
- An election may be by acclamation; otherwise it must be by ballot.
- 5.5 A director ceases to be a director on:
- i) the end of the director's term of office, unless the director is re-elected,
 - ii) resigning in writing,

- iii) death, or
 - iv) becoming unable to perform the duties of a director due to physical or mental disability.
- 5.5 The full members may, by special resolution, remove a director before the end of the director's term of office, and may elect a successor to complete the term of office.
- 5.6 The Board may appoint a person as a director to fill a vacancy in the Board. A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.
- 5.7 No act or proceeding of the Board is invalid only by reason that there are fewer in office than the number required by Bylaw 5.4.
- 5.8 A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the BCWPA.

Part 6 - Board Duties and Conflicts

- 6.1 A director must:
- a) act honestly and in good faith and in the best interests of the BCWPA, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
 - c) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of the directors of a BCWPA.
- 6.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of

- a) negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the BCWPA.
- 6.3 A director, member or participant who is, directly or indirectly, interested in a proposed contract or transaction with the BCWPA must disclose fully and promptly the nature and extent of the interest to each of the directors.
- 6.4 A director, member or participant referred to in section 6.3 must account to the BCWPA for profit made as a consequence of the BCWPA entering into or performing the proposed contract or transaction unless
- a) the director, member or participant discloses the interest as required by Clause 6.3,
 - b) after the disclosure the proposed contract or transaction is approved by the Board, and
 - c) in the case of a director, the director abstains from voting on the approval of the proposed contract or transaction, or unless
 - d) the contract or transaction was reasonable and fair to the BCWPA at the time it was entered into, and
 - e) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

A director referred to in Clause 6.3 must not be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is approved.

- 6.5 The fact that a director, member or participant is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the BCWPA does not make the contract or transaction void, but, if the matters referred to in section 6.4 (a) or (b) have not occurred, the court may, on the application of the BCWPA or an interested person, do any of the following:
- a) prohibit the BCWPA from entering into the proposed contract or transaction,
 - b) set aside the contract or transaction, or
 - c) make any order that it considers appropriate.

- 6.6 Subject to court approval, the BCWPA must indemnify a director or former director of the BCWPA, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the BCWPA, if
- a) the director acted honestly and in good faith with a view to the best interests of the BCWPA, and
 - b) in the case of a criminal or administrative action or proceeding, the director had
 - c) reasonable grounds for believing the director's conduct was lawful.

Part 7 - Proceedings of the Board

- 7.1 The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
Quorum at a meeting of the Board is a majority of directors then in office.

A director may at any time, and the secretary, on the request of a director, must, call a meeting of the Board. Notice is sufficient if sent by e-mail, by facsimile transmission, or by ordinary mail addressed to the director at the director's home address.

- 7.2 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Robert's Rules of Order (Newly Revised) must be used.
- 7.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.4 A director may waive in writing notice of any meeting or meetings of the Board, and may at any time withdraw the waiver, and until the waiver is withdrawn. No notice of meetings of Board need be sent to that director, and all meetings of the Board,

notice of which have not been given to that director are, if a quorum of Board is present, deemed to be valid and effective.

- 7.5 Questions arising at meetings of the Board and committees must be decided by a majority of votes. A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution. In the case of an equality of votes, the chair of a meeting of the Board does not have a second or casting vote, and the resolution is defeated.
- 7.6 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a Board meeting.
- 7.7 The Board may as it thinks fit delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the first meeting of the Board held after it has been done.

A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be chair.

The members of a committee may meet and adjourn as they think proper, or as directed by the Board.

Part 8 - Directors

- 8.1 The elected Directors are
- 1) President
 - 2) Vice President
 - 3) Secretary
 - 4) Treasurer
 - 5) Director of Tournaments

- 6) Director of High Performance Athletes
- 7) Director of Development Program – Lower Mainland
- 8) Director of Development Program – Regions

In accordance with Clause 4.2.2.2 of the BCWP Policy and Procedure Manual, the position of Past-President may be appointed to the Board of Directors.

The Board may also employ or appoint such officers and employees as it deems necessary, and set their duties, terms of employment and remuneration.

Job descriptions for Directors are provided in detail in Section 4 of the BCWPA Policy & Procedure Manual. Key responsibilities for the president, vice-president, secretary and the treasurer are provided below.

8.2 The president:

- a) presides at all meetings of the BCWPA and of the Board,
- b) is the chief executive officer,
- c) must supervise the other officers in the execution of their duties, and
- d) is an ex-officio member of all committees.

8.3 The vice-president, in the president's absence, must perform the duties of the president.

8.4 The secretary must:

- a) conduct the correspondence of the BCWPA,
- b) issue notices and keep minutes of meetings of the BCWPA and the Board,
- c) have custody of all records and documents of the BCWPA except those which must be kept by the treasurer,
- d) have custody of the common seal of the BCWPA, and
- e) maintain the register of members.

8.5 In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary.

- 8.6 The treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
 - b) render statements to the Board, members, and others when required.
- 8.7 The offices of financial secretary and of treasurer may be combined into one office, that of secretary-treasurer.
- 8.8 The Board may by resolution delegate some but not all of the powers of the secretary or the treasurer or both to an employee of the BCWPA.

Part 9 – Borrowing and Investment

- 9.1 The Board may, on behalf of and in the name of the BCWPA, raise or secure the payment or repayment of money in the manner it decides, but no debenture can be issued unless it is authorized by a special resolution.
- 9.2 The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 9.3 The Board may invest the funds of the Society in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the Society.
- 9.4 The financial statements, directors' and members' minutes, and register of members of the BCWPA must be available for inspection by a full member, on reasonable notice. The other documents of the BCWPA, including its accounting records, are open to the inspection of a full member on reasonable notice, subject to any resolution of the Board. The documents of the BCWPA, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 10 - Seal

- 10.1 The Board may provide a common seal for the BCWPA and may destroy a seal and substitute a new seal in its place.

- 10.2 The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and treasurer.
- 10.3 The Board must by resolution appoint the signing officers of the BCWPA.

Part 11 - Auditor

- 11.1 This Part applies only where the BCWPA is required or has resolved to have an auditor.
- 11.2 The first auditor must be appointed by the Board, which must also fill all vacancies occurring in the office of auditor.
- 11.3 At each AGM the BCWPA may appoint an auditor to hold office until the auditor is reelected or a successor is elected at the next AGM.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of appointment or removal.
- 11.6 No director and no employee of the BCWPA can be auditor.
- 11.7 The auditor may attend general meetings.

Part 12 - Notice to Members

- 12.1 A notice may be given to a member either personally, by mail, by facsimile transmission, or by electronic mail to the member at the member's registered address, electronic mail address, or facsimile number. In the case of notice given by facsimile transmission or electronic mail, the member must have consented to notice in that manner.
- 12.2 A member must promptly and in writing notify the BCWPA of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.

- 12.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.
- 12.4 Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor.
 - c) No other person is entitled to receive a notice of general meeting.

Part 13 - Bylaws

- 13.1 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- 13.2 These bylaws shall not be altered or added to except by special resolution.