

FRASER VALLEY WATER POLO CLUB

S-0051439

CONSTITUTION

1. The name of the Society is Fraser Valley Water Polo Club.
2. The purposes of the Society are:
 - a) To promote the sport of water polo in British Columbia,
 - b) To provide a fun, safe, and inclusive environment for athletes, with opportunities for training, competition, and related activities,
 - c) To develop and provide programs in conjunction with Water Polo Canada,
 - d) To teach sportsmanship and emphasize fair play at all times, including respect for players, officials, and spectators,
 - e) To comply with all policies of Water Polo Canada,
 - f) To co-operate with other organizations with similar purposes, and
 - g) To do all such other things as are incidental and ancillary to the attainment of these purposes.

Pursuant to sections 190 and 191 of the Societies Act, the Society is not a member-funded society.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and the bylaws:
 - a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
 - b) "AGM" means an annual general meeting,
 - c) "Board" or "Board of Directors" means the directors of FVWPC for the time being, acting as a body,
 - d) "director" means a director of FVWPC,
 - e) "general meeting" includes an AGM and a special general meeting,
 - f) "member" means a member of FVWPC,
 - g) "registered address" means a member's address as recorded in the register of members,
 - h) "FVWPC" or "Society" means Fraser Valley Water Polo Club,
 - i) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
 - j) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and other electronic means,
 - k) the singular includes the plural and vice versa, and
 - l) persons include corporations and associations.

- 1.2** 1) The definitions in the Act apply to the bylaws.
2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.
- 1.3** The FVWPC must on request provide a member a copy of the current constitution and bylaws, without charge.
- 1.4** The constitution and bylaws can only be altered by special resolution.
- 1.5** The FVWPC must not distribute any of its money or other property except as permitted by the Act.
- 1.6** In the event of the winding-up or dissolution of FVWPC, all the assets of FVWPC remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of FVWPC of any arrears of salaries or wages, and payment of any debts of FVWPC, must be given to:
- a) a non-profit organization that supports families in need of financial assistance to participate in aquatic sports, or
 - b) a Canadian registered charity,
- as determined by ordinary resolution at the time of winding-up or dissolution.

Part 2 - Membership

- 2.1** 1) The members of FVWPC are the applicants for incorporation and those persons who subsequently become members in accordance with the bylaws and who, in either case, have not ceased to be members.
- 2) A member must support the purposes of FVWPC.
- 3) There are three categories of members, Athlete, Adult, and Corporate.
- 4) An Athlete Member is a person who competes in water polo, and is registered with Water Polo Canada.
- 5) An Adult Member is a person who is nineteen years of age or older, and who is:
- a) the parent or legal guardian of an Athlete Member, or
 - b) a person who is a water polo coach, trainer, referee, or official, or who demonstrates to the Board a substantial interest in FVWPC.
- 6) A Corporate Member is a corporation or association, whether or not incorporated.
- 7) One or more of the parents and legal guardians of an Athlete Member who is fewer than nineteen years of age must become and continue to be an Adult Member.
- 2.2** An application for membership must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, address, e-mail address, and telephone number of the applicant,
 - c) indicate the category to which the applicant wishes to belong,
 - d) in the case of an application from a person who is fewer than nineteen years of age, be accompanied by an application for Adult Membership from one or more of the parents or legal guardians of the person,

- e) in the case of an applicant for Corporate Membership, appoint an Authorized Representative,
 - f) include such other information as the Board may require, and
 - g) include annual membership dues.
- 2.3**
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) The amount of annual membership dues for members of each category must be determined by the Board. The Board may determine that other fees and dues, including membership in Water Polo Canada, be payable with membership dues.
- 2.4**
- 1) A membership is not transferable.
 - 2) A membership must be renewed annually, by a date set by the Board.
 - 3) The FVWPC must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.
 - 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5** Every member and director must uphold the constitution, and must comply with:
- a) the Act,
 - b) the bylaws,
 - c) any rules, regulations and policies made by FVWPC,
 - d) all requirements of Water Polo Canada, and
 - e) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.6** A member ceases to be a member on:
- a) delivering a written resignation to FVWPC,
 - b) death,
 - c) in the case of an Athlete Member, on the member no longer having a parent or legal guardian who is an Adult Member,
 - d) in the case of a Corporate Member, on dissolution or winding-up,
 - e) having been a member not in good standing for 30 days, or
 - f) being expelled.
- 2.7** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to FVWPC, or
 - b) annual membership dues by the date set by the Board.
- 2.8**
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

- 2.9** 1) The Board may suspend, discipline or expel a member for conduct substantively detrimental to FVWPC by a vote of which not fewer than three-quarters of the directors then in office are in favour.
- 2) A member who is the subject of a resolution of the Board to suspend, discipline or expel the member must be given:
- a) reasonable notice of the meeting at which the resolution will be considered, and
 - b) an opportunity to be heard at the meeting of the Board before the resolution is voted upon.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
- 2) The members may requisition a general meeting pursuant to section 75 of the Act, and may submit a proposal for consideration by FVWPC at a general meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any special resolution to be proposed at the meeting,
 - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and
 - d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.
- 4.2** 1) 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, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.

- 4.4** 1) A notice sent by mail from FVWPC's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify FVWPC of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) consider the minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
 - k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - l) any members' proposals pursuant to section 81 of the Act, and
 - m) adjourn.
- 2) The financial statements presented to an AGM must comply with the Act.
- 3) The business at a special general meeting is limited to:
- a) adopting rules of order,
 - b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
 - c) that determined by the Board pursuant to bylaw 3.2.
- 5.2** 1) Quorum at a general meeting is 10% of the Voting Members present at all times, but not fewer than three such members present.
- 2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting members is present.
- 3) If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.3 If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present:

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) 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.

3) When a general meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as for the original meeting.

4) 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.

5.5 1) The President must chair each general meeting.

2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.

3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) The following are Voting Members, and have the right to one vote each at a general meeting:

- a) an Athlete Member who is nineteen years of age or older and in good standing,
- b) the Authorized Representative of a Corporate Member, and
- c) an Adult Member who is in good standing.

No individual can hold more than one vote.

2) A Corporate Member may 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.

3) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

- 4) Voting must be by show of hands, except when a secret ballot is required by:
 - a) the bylaws or Act,
 - b) ruling of the chair, or
 - c) ordinary resolution, voting on which must be by show of hands.
- 5) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 6) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.

5.8

- 1) Proxy voting is permitted.
- 2) A Voting Member may appoint another such member to act and vote as the member's proxy at a general meeting.
- 3) A member can only hold the proxy of a Voting Member who is a member of the same family, and must not hold more than three proxies.
- 4) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Fraser Valley Water Polo Club on the _day of _____, 20____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.

- 5) A proxy must be received not fewer than 15 minutes before the time set for the start of a general meeting.
 - 6) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.
- 5.9** Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of FVWPC.

- 6.2**
- 1) A director must, when exercising the powers and performing the functions of a director:
 - a) act honestly and in good faith with a view to the best interests of FVWPC,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Act and Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
 - 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of FVWPC.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

4) Nothing in a contract or the bylaws relieves a director from

- a) the duty to act in accordance with this Act and the Regulations, or
- b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to FVWPC.

6.3 1) There must be not fewer than five and not more than thirteen directors.

2) A director, and a candidate for election as a director, must be an Athlete or Adult Member who is in good standing, or the Authorized Representative of a Corporate Member that is in good standing.

3) A director, and a candidate for election as a director, must:

- a) be qualified to be a director pursuant to section 44 of the Act,
- b) be 19 years of age or older, and
- c) consent to the nomination, in writing or in person.

4) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.

5) One-half of the directors, or so nearly to one-half as is reasonably practicable, must be elected at the AGM, so that at the adjournment of the AGM:

- a) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of one year, and
- b) one-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years.

A director may be elected to a term of one year so as to allow compliance with this bylaw.

6) In an election of directors, each member who has the right to vote has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.

7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.

8) A director may be re-elected.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office or appointment, unless the director is re-elected or re-appointed,
- b) resigning in writing,
- c) being removed pursuant to bylaw 6.6 or 6.7,
- d) ceasing to be a member in good standing,

- e) death,
- f) becoming incapable of performing the duties of a director, or
- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.7 The Board may, by a resolution of which three quarters of the directors then in office are in favour, remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

6.8 The Board may appoint a member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office, for the balance of that director's term.

6.9 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 FVWPC.

Part 7 - Proceedings of the Board

7.1 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.

2) Quorum at a meeting of the Board is a simple majority of the directors then in office present, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

5) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

7.2 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.

7.3 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:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

- 7.4** 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
- 2) 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.
- 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.
- 2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.
- 3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- 7.7** Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

- 8.1** 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary.
- 2) The Board may:
- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
 - b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 3) An elected officer ceases to be an elected officer on:
- a) ceasing to be a director,
 - b) being dismissed pursuant to bylaw 8.1 (2)(a), or
 - c) resigning in writing.
- 8.2** The President:
- a) must supervise the other officers in the execution of their duties,
 - b) must chair all meetings of the Board and all general meetings, and
 - c) has the powers and duties generally pertaining to the office of President, subject to resolution of the Board.
- 8.3** In the absence or inability of the President, the Vice-President must perform the duties of the President.
- 8.4** The Secretary is responsible for doing, or making the necessary arrangements for:
- a) issuing notices and taking minutes of general meetings and Board meetings,

- b) keeping the records and documents of FVWPC in accordance with the Act, including the register of members,
- c) conducting the correspondence of FVWPC, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

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

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by FVWPC,
- b) keeping accounting records in respect of FVWPC's financial transactions,
- c) preparing FVWPC's financial statements, and
- d) making FVWPC's filings with respect to taxes.

Part 9 – Borrowing and Investment

9.1 The FVWPC must not borrow money, or issue bonds, debentures, notes, mortgages or other evidence of debt obligations, unless it is authorized to do so by special resolution.

9.2 The Board must only invest the funds of FVWPC in investments in which a prudent investor might invest.

9.3 1) A member may without charge inspect a record that FVWPC is required to keep pursuant to section 20 of the Act.

2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.

3) A director may without charge inspect a record of FVWPC that FVWPC is required to keep pursuant to section 20 of the Act.

4) A person other than a member or director cannot inspect the records of FVWPC, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.

9.4 The Board must determine, by resolution, the:

- a) financial year of FVWPC, and
- b) signing officers of FVWPC, and their authority.

Part 10 – Auditor

10.1 This Part applies only where FVWPC is required or has resolved to have an auditor.

10.2 At each AGM FVWPC may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by ordinary resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.