

Surrey Orcas Water Polo Club

Constitutions & ByLaws

Pending Approval by the membership at the Annual General Meeting

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SECTION 1: DEFINITIONS

In these bylaws, unless the context otherwise requires:

"Act" means The Non-Profit Corporations Act, 1995 , Ch. N-4.2, S.S., 1995, as amended from time to time.

"AGM" means the Annual General Meeting.

"Articles" means the definition as described in paragraph 2(1) (a) and (b) of the Act.

"Board" means the Board of Directors.

"General meeting" means AGM and/or a Special General meeting.

"member" means any individual, or club who has paid the Provincial membership fee and is otherwise in good standing for the current year.

"SOWPC" means Surrey Orcas Water Polo Club.

"Written notice" , "written call" or "in writing" means a notice delivered by mail, email or by hand.

SECTION 2: BUSINESS OF THE SOCIETY

2.01 Name

The name of the organization is Surrey Orcas Water Polo Club.

2.02 Registered Society

SOWPC will maintain an annual registration with the provincial government as a British Columbia Society.

2.03 Purpose

SOWPC is committed to the growth of Water Polo in the city of Surrey as an accessible sport for fun, fitness and the pursuit of excellence.

2.04 Affiliation

The Club shall be affiliated with the Water Polo West (WPW) and Water Polo Canada (WPC) and shall be subject to the relevant rules and regulations adopted by those bodies.

2.05 Fiscal Year

The fiscal year of SOWPC shall be September 1st to August 31st.

2.06 Finance

- (i) All revenues shall be deposited in the name of SOWPC.
- (ii) Signatory authority for SOWPC shall be determined by the Board from time to time and shall be held by not less than two members of the Board.
- (iii) Signing authorities of SOWPC are to be bonded in an amount determined by the Board.

2.07 Auditor

A Chartered Accountant, Certified General Accountant, or Certified Management Accountant shall be appointed auditor for SOWPC at each AGM.

2.08 Rules of Order

The rules contained in "Robert's Rules of Order" shall govern all meetings of SOWPC unless they are inconsistent with the Act or these bylaws.

2.09 Indemnification

SOWPC shall indemnify and save harmless the employees and/or members of the Board in the event of legal proceedings against such employees and/or members of the Board in the performance of their duties except, where liability incurred relates to such employees and/or members failing to act honestly and in good faith with the view to the best interests of SOWPC.

2.10 Dissolution

In the event of the dissolution of SOWPC, its properties and assets shall, after payment of all liabilities, be donated to other organizations having objects of a sporting or athletic nature, as may be decided by SOWPC in a General Meeting.

SECTION 3: BOARD MEMBERS

3.01 Members of the Board

The Board shall consist of five (5) elected Directors.

3.02 Terms of Office

All directors shall hold a two-year term in office; the positions will be filled in staggered years. Three officers will be elected on odd based years Two officers will be selected on even years.

President - Every Even year

Vice President - Every Odd Year

Secretary - Every Odd year

Treasurer - Every Even Year

Registrar - Every Odd Year

Any director may run for multiple terms.

3.03 New Directors

Newly elected Directors commence their duties immediately after the AGM.

3.04 Removal

Any member of the Board may be removed from office by an ordinary resolution at a special meeting, requiring an affirmative vote of two-thirds (2/3) of the Board.

3.05 Vacancy

In the event of a vacancy of a Director, the Board may appoint a person to fill such vacancy until the next AGM at which time an election for the balance of the term, if any, shall occur.

3.06 Meeting of Directors

- (i) Meetings of the Board are to be held at such time and place as the Chair of the Board may determine.
- (ii) Special meetings of the Board may be called if written notice, by no fewer than five (5) members of the Board, is presented to the Chair of the Board fifteen (15) days prior to the proposed special meeting. A special meeting shall be held at a place, time and date set by the Chair.

3.07 General Manager

The General Manager of SOWPC sits ex-officio on the Board and may sit ex-officio on all ad-hoc committees of the Board. The General Manager has no vote.

3.07 Head Coach

The Head Coach of SOWPC sits ex-officio on the Board and may sit ex-officio on all ad-hoc committees of the Board. The Head Coach has no vote.

3.09 Powers and Duties of the Board of Directors

The powers and duties of the Board shall be to manage the activities and affairs of SOWPC according to its Bylaws, Articles and Policies.

3.10 Quorum

Three (3) Directors constitute a quorum at any meeting of the Board.

3.12 Qualifications of Directors

A member of the Board shall be at least eighteen (18) years of age and meet all other qualifications as provided in the British Columbia Societies Act, as amended from time to time.

3.12 Conflict of Interest

- (i) A Director who is party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with SOWPC shall disclose the nature and extent of his or her interest according to Societies Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of SOWPC business would not require approval by the Board. Any Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided in Societies Act.
- (ii) Any Director who has a real or perceived conflict of interest with any item of business at a meeting of the Board of Directors shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon.

3.13 Remuneration of directors

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

3.14 Signing & Expense Authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- a) by the president, or treasurer together with General Manager,
- b) if the president or treasurer is unable to provide a signature, by the vice-president together with General Manager,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, with the General Manager
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the

Society.

SECTION 4: BOARD COMMITTEES

4.01 Discipline Committee

The Discipline Committee constitutes an ad hoc committee of the Board. The Discipline Committee shall operate according to an established terms of reference to hear cases in regards to discipline of members or the termination of membership.

4.02 Nomination Committee

The Nominations Committee constitutes a standing committee of the Board and operates according to an established terms of reference.

4.03 Ad Hoc Committees

The Board may, from time to time, establish ad hoc committees.

SECTION 5: OFFICERS

5.01 Election

The officers of SOWPC are to be elected annually at the AGM.

5.02 Officers

The officers shall consist of:

- (i) President
- (ii) Vice-President
- (iii) Treasurer
- (iv) Registrar
- (v) Secretary

5.03 Duties of the President

The President shall, subject to the direction of the Board, have general authority over the affairs of SOWPC and shall preside at all meetings of the Board, and at all General meetings of SOWPC. The Chair shall have a deliberate and casting vote.

5.04 Duties of the Vice-President

In the absence of the president, the president shall perform the duties of the Chair. The Vice-Chair shall perform such duties as may, from time to time, be assigned by the Chair or the Board.

5.05 Duties of the Secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;

- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- f) performing such further duties as may be imposed upon him/her from time to time by resolution of the Board

5.05 Absence of secretary from meeting

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

5.06 Duties of the Registrar

The registrar is responsible for doing, or making the necessary arrangements for, the following:

- a) registration of all Members for WPC and /or PSO and/or BCSSA as applicable;
- b) being present for registration during the beginning of the season;
- c) assisting in the collection of registrations and fees from Members and forward the fees to the treasurer;
- d) performing such further duties as may be imposed upon him/her from time to time by resolution of the Board

5.07 Duties of the Treasurer:

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping proper accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements and report for an annual general meeting;
- d) making the Society's filings respecting taxes.
- e) performing such further duties as may be imposed upon him/her from time to time by resolution of the Board

Special note for the treasurer: The use of electronic transfers and/or automated debits from the gaming account is not allowed. (in accordance with Community Gaming Grant Directive from Audit 2014)

5.08 Duties of General Manager

- (i) The General Manager is responsible for the operational affairs of SOWPC, including the implementation and administration of all programs. The General Manager is directly responsible to the Board in accordance with their policies on Ends and Executive Limitations.
- (ii) The General Manager may, from time to time, establish Working Groups to help oversee the operational activities of SOWPC. The Working Groups will operate according to an established terms of reference and can consist of staff and/or volunteers. The Working Groups are directly responsible to the General Manager.

5.09 Duties of Head Coach

The head coach is responsible for doing, or making the necessary arrangements for, the following:

- a) Creating and managing succession plan for development of coaches
- b) Meeting with the GM to determine rosters for tournament play and submit to the Board;
- c) In tandem with the GM being responsible for equipment.
- d) Instructing coaches on use and sign out
- e) Advising the GM when replacement and/or new equipment is required and provide feedback on what to purchase;
- f) Being consulted regarding loaning of equipment to other clubs
- g) Calling and presiding over coaches' meeting;
- h) Attending meetings of the Board as required and all general meetings;
- i) Providing a criminal record check annually to the Board;

A motion of non-confidence may be called against a General Manager or Head Coach whose conduct is contrary to the interests of the Society. A head coach in question may present an explanation in his defence. A motion shall have a vote of a minimum of 2/3 majority and the Board quorum voting. Upon a motion being passed it shall necessitate the immediate resignation of the employee in question.

5.10 Role of coaches

The coaches are responsible for executing, or making the necessary arrangements for, the following

- a) training & competition of players for which they are assigned to coach;
- b) attending Coach's meetings;
- c) providing a criminal record check annually to the Board;
- d) reviewing and signing a coaching contract annually;
- e) submitting monthly hours for payment to the General Manager

SECTION 6: MEMBERSHIP

6.01 Insurance Membership Fee structure

The membership Fee structure shall be set in compliance with Water Polo Canada & Water Polo West fees.

6.02 Membership Duration

Membership is accorded on an annual basis, and all members shall re-apply for membership each year. Membership year is defined as September 1 to August 31.

6.03 Membership Withdrawal

Any member, upon written notice to SOWPC, may withdraw, but shall not be entitled to a refund of any portion of the fees paid.

6.04 Discipline, Expulsion or Termination

The Board may discipline, expel or terminate a member whose actions are determined by the Board to be detrimental to SOWPC, as amended from time to time.

6.05 Voting Rights

Members must hold annual membership with the club to vote at the AGM. Sessional members are exempt from voting rights.

SECTION 7: GENERAL MEETINGS

7.01 AGM Date and Purposes

- (i) SOWPC shall hold an AGM in each calendar year in the province of British Columbia. The AGM shall be held no later than ninety (90) days after the end of the fiscal year on a date fixed by the Board.
- (ii) The purpose of the AGM shall be:
 - To review the work of the Board.
 - To review the minutes of the previous AGM.
 - To review financial statements and auditors report.
 - To appoint an auditor.
 - To elect Directors to the Board.
 - To consider resolutions brought forward by the members.
 - To consider new, amended or repealed articles and bylaws submitted by the members.
 - To consider such other business as may be properly brought before the meeting.

7.02 Notice of the Annual General Meeting

Written notice of the AGM shall be given, no more than fifty (50) days and no less than fifteen (15) days prior to the meeting, to members of the Board, each member and the auditor.

7.03 Time and place of special general meeting

General meetings other than an annual general meeting shall be called the Special General Meeting (SGM). Each SGM shall be held at such date and time as the Board may determine with fourteen days' notice of every SGM given stating the time and place thereof and the nature of the business to be conducted.

7.04 Quorum

A Quorum for any general meeting of SOWPC shall consist of ten (10) voting members, which shall include a minimum of five (5) Board members.

7.05 Voting Delegates

Voting delegates for general meetings shall consist of:

- (i) The members of the Board, with the exception of the president who shall have a deliberate and casting vote.
- (ii) There shall be no voting by proxy.

7.06 Voting Procedure

- (i) All voting shall be by a show of hands, except where requested. In elections, voting shall be by ballot if so requested by one or more delegates.
- (ii) Except for Resolutions, all questions shall be decided by a simple majority.

- (iii) In the event of a tie, any question shall be deemed to be defeated.

SECTION 8: NOMINATION AND ELECTION PROCEDURES

8.01 Nomination Procedure

- (i) At least sixty (60) days prior to the AGM the Board shall issue a written call for nominations for the positions of Director.
- (ii) The call for nominations shall be sent to all members of the Board and to each Club member.
- (iii) Nominations for positions of Director shall be received in writing by SOWPC at least 30 days prior to the AGM. Fifteen (15) days prior to the AGM SOWPC shall deliver a copy of the nominations received to members of the Board.

8.02 Election Procedure

- (i) The president shall call the roll of eligible voting delegates and determine the number of votes present.
- (ii) The president shall present the nominations received and conduct elections to fill the positions of Director as defined in paragraph 3.02.

SECTION 9: ARTICLES, BYLAWS & RESOLUTIONS

9.01 Enactment, Amendment and Repeal of Bylaws by the Board

The Board may, by motion, enact, amend and repeal a bylaw and any such enactment, amendment or repeal shall be valid when passed by the Board until the next general meeting and thereafter, if ratified by the voting delegates, shall continue to be valid. If the voting delegates do not ratify the enactment, amendment or repeal, the enactment, amendment or repeal ceases to be effective and no subsequent resolution of the Board to enact, amend or repeal a bylaw having substantially the same purpose or effect is effective, until it is confirmed or confirmed as amended by a General Meeting.

9.02 Enactment, Amendment and Repeal of Articles and/or Bylaws at the AGM

- (i) The Board shall issue a written call for enactment, amendment and repeal of articles and/or bylaws at least forty-five (45) days prior to the AGM but no more than sixty (60) to the members of the Board and to each affiliated Club.
- (ii) To be considered at the AGM, the enactment, amendment or repeal shall be submitted in writing to WPS no fewer than thirty (30) days prior to the AGM.
- (iii) Enactment, amendment or repeal of articles and/or bylaws shall be accepted only from members.
- (iv) SOWPC shall acknowledge receipt of the proposed enactment, amendment and repeal of articles and/or bylaws.

- (v) No fewer than fifteen (15) days prior to the AGM, SOWPC shall forward to members of the Board and to each affiliated Club a copy of the proposed enactment, amendment and repeal.
- (vi) Any proposed enactment, amendment and repeal of articles or bylaws shall be binding on the Board provided the enactment, amendment and repeal receives two-thirds (2/3) majority of the voting delegates.

9.03 Resolutions at the AGM

- (i) The Board shall issue a written call for resolutions at least forty-five (45) days but no more than sixty (60) days prior to the AGM to members of the Board and to each affiliated Club.
- (ii) To be considered at the AGM, resolutions shall be submitted in writing to SOWPC no fewer than thirty (30) days prior to the AGM.
- (iii) Resolutions shall be accepted only from members.
- (iv) SOWPC shall acknowledge receipt of the proposed resolution.
- (v) No fewer than fifteen (15) days prior to the AGM, SOWPC shall forward a copy of the proposed resolution to each member of the Board and to each affiliated Club.
- (vi) Any proposed resolution shall be binding on the Board provided the proposed resolution receives two-thirds (2/3) majority.
- (vii) Resolutions may be presented from the floor at the AGM. Such resolutions shall be in writing and signed by a voting delegate. If carried, such resolutions shall be considered only as a recommendation to the Board and shall not be considered binding.

9.04 Effective Date

Enactment, amendments and repeal of articles, bylaws and resolutions take effect immediately following adoption consistent with the Act and these bylaws