



## **PACIFIC STORM WATER POLO CLUB CONSTITUTION**

### **CONSTITUTION**

1. The name of the Society is PACIFIC STORM WATER POLO CLUB (hereinafter called the "Society").
2. The purposes of the Society are:
  - (a) to fund, facilitate, promote and carry on programs and activities designed to
    - (i) promote and establish interest in and gain public support for the sport of water polo aimed to support amateur youth athletes in reaching their full potential;
    - (i) provide an extensive range of water polo programming including development, recreational and competitive levels aligned with the Water Polo Canada's Long Term Athlete Development Plan which will grow the overall sport in B.C.;
    - (i) take advantage of "away" opportunities to compete and train and by doing so showcase B.C. athletes in both national and international forums;
    - (i) recruit and retain high caliber coaches at competitive rates in support of all of the above;
    - (i) advance the appreciation and enjoyment of the public with respect to the sport of water polo by raising its profile through establishing both community and corporate partnerships;
    - (ii) grow the sport as a whole by establishing grass-roots programs aimed at elementary age school children, exposing them to the sport of water polo and providing opportunities to play the sport.

### **BY-LAWS OF THE PACIFIC STORM WATER POLO**

#### **CLUB SECTION ONE - DEFINITIONS:**

- 1 "Society" refers to the Pacific Storm Water Polo Club in this constitution and bylaws.
- 2 "Season" refers to the water polo season of the Society for each year, the beginning and end of which shall be determined each year by the Directors.



3 "Member" means registered participant.

5 "Directors" refers to the Board of Directors of the Society for the time being and "Director" refers to any one of them.

6. The Society will organize events and co-operate with other organizations such as the Provincial Sport Association, British Columbia Summer Swimming Association and Water Polo Canada, so as to achieve the foregoing purposes;

## **SECTION TWO - MEMBERSHIP**

Membership in this Society shall be open to registered participants in a program offered by the Society. Every membership is offered as family membership.

One parent or guardian representing a registered participant under the age of 18 may hold the membership for the family. If there is more than one registered participant in a family, the family will receive a vote for every registered athlete under the age of 18.

Members must:

Members must pay required fees when due as defined by the Directors of Pacific Storm Water Polo Club.

Subject to approval of the Board of Directors, may have membership fees reduced or waived and membership shall be made available to any participant whose need is such that he or she is not able to meet the full registration fees. Outstanding fees must be paid prior to registration for each upcoming Season.

Membership in the Pacific Storm Water Polo Club shall not be transferable and shall cease upon:

i) written or oral resignation;

i) death or on dissolution;

i) on being expelled;

a) a member may be expelled by a special resolution of the members passed at a general meeting;



- b) the notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion;
- c) the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote; or
- (d) on having been a member not in good standing for 6 consecutive months.

#### Obligations of Members:

Every Member shall abide by the bylaws and regulations in force as lawfully made by the Board of Directors.

### **SECTION THREE - MEETINGS**

The notice of a general meeting will specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

Special business is:

- (i) All business transacted at an extraordinary general meeting except the adoption of rules of order; and
- (i) All business transacted at an annual general meeting, except:
  - a. The adoption of rules of order;
  - b. The consideration of financial statements;
  - c. The report of the Directors;
  - c. The report of the auditor, if any;
  - d. The election of Directors;
  - e. The appointment of the auditor, if desired or required; and
  - f. Any other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice of the meeting.

#### **Proceedings at General Meetings:**

General Meetings of the Society shall be held at the time and place, in accordance with the



Societies Act, that the Board of Directors decide.

Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting or general meeting.

The Board may, when they see fit, convene an extraordinary general meeting.

Fourteen (14) days notice must be provided for every meeting stating the time and place thereof, and the nature and business to be conducted at the meeting.

Quorum for a general meeting is 20% of voting members present at the meeting. No business shall be transacted at any General unless a quorum is present at the commencement of business. If at any time during a meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

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. In any other case it must stand adjourned to the same day in the next week, at the same time and location 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 meeting.

The President or in his or her absence the Vice President or, in the absence of both, one of the other Directors present must preside as chair of an Extraordinary General Meeting.

An Extraordinary General Meeting may be adjourned from time to time and from location to location, but business must not be conducted 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 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

Proxy voting is not permitted.

### **Requisition for a General Meeting**

The Directors of a Society, on the requisition of 10% or more of the voting members of the Society must convene a general meeting of the society without delay pursuant to the requirements of the *Societies Act*.

## **SECTION FOUR - DIRECTORS**



The business of this Society shall be managed by a Board of Directors consisting of a minimum of 3 members to a maximum of 15.

Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this Society and shall serve for a minimum term of one year with the exception of the President and Vice President who shall serve a two year term.

To be eligible to hold any Board of Director positions, persons must be members in good standing with Pacific Storm Water Polo Club.

To run for a Director position, persons must have a child registered in the club or be actively registered in the club and in good standing. In the event a position remains vacant, a person without a child actively registered in the club may be allowed to run or be appointed upon approval of the Board.

## DIRECTORS MEETINGS

Directors shall have the control and management of the affairs and business of this Society. Directors shall only Act in the best interests of the Society.

Meetings of the Board may be regularly convened by any Director after due notice to all the Board Members entitled to attend such meeting.

Sixty percent (60%) of the Board shall constitute a quorum and the meetings of the Board of Directors shall be held as necessary, but not less than 4 times per year.

Each Director shall have one vote at Board meetings.

The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The club will recognize that from time to time, general members of the club may wish to personally make presentations to the Directors regarding matters of general interest to the club. Such presentations shall be allowed, on the condition of a week's notice prior to the next meeting of the club, and will be heard under new business.

The President of the Society by virtue of his or her office shall be Chair of the Board of Directors. The President will only vote in the event of a tie.

If, for any reason there is a vacancy, before the expiry of the person's term, the Board of Directors, at their discretion, may appoint a replacement who shall remain in office until the next Annual General Meeting.

A Director may be removed by Special Resolution passed by a two-thirds majority of



voting members at a duly called meeting of the membership, provided the Director has been given notice of and the opportunity to present and to be heard at the meeting.

A member of the Board shall cease to be a Director if:

i) he or she fails in any year of his/her term as a Director to attend in person or by other means, three (3) consecutive meetings of the Board unless there is good cause, as determined by the Board, for such failure;

i) he or she ceases to be a Member of the Society; or

he or she fails to support the policies or the Code of Conduct to which the Director has subscribed.

i) where 2/3rds of the directors have passed a resolution to terminate a director.

## **SECTION FIVE - Officers and Directors Duties**

**The Officers of the Society shall be as follows:**

- President
- Vice President
- Secretary
- Treasurer

Officers shall serve at the pleasure of the Board.

### **President:**

The President shall

- a) call and preside at the AGM & Extraordinary General meetings, and:
- b) Shall attend or shall cause his or her representative to attend the annual general meeting of the Provincial Sport Organization

Shall determine with the Vice President & Treasurer the annual operating budget dedicated to the operating of the Society.



- a) Shall deal directly with coaches in matters concerning the Society.
- b) Shall prepare an agenda for each executive/committee meeting and provide all executive/committee members with the agenda for each meeting in a timely manner.
- c) Shall be one of the officers who may sign the cheques or drafts for the Society.
- a) Shall have such powers as may be reasonably construed as belonging to the President/Chair.

**Vice President:**

The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting president of the Society with all the rights, privileges and powers as if he or she had been the duly elected president, and

- a) Shall determine with the President & Treasurer the annual operating budget dedicated to the operating of the Pacific Storm Water Polo Club.
- b) Shall be one of the officers who may sign the cheques or drafts for the Society.

**Secretary:**

The secretary shall keep the minutes and records of the Society meetings and maintain all documents and administrative records and file them accordingly, and:

- a) Shall set up and/or maintain file systems for past and present documents. Both paper and Electronic Filings
- b) Shall file any certificates/forms required by any provincial or governing body.
- c) Shall submit to the Board members any communications which shall be addressed to him/her as secretary of the Society.
- d) Shall attend to correspondence of the Society and shall exercise all duties incident to the office of secretary.

**Treasurer:**

The Treasurer shall have the care and custody of all monies belonging to the Society and shall be solely responsible for such monies or securities of the Society, and

- a) Shall be one of the officers who shall sign checks or drafts of the Society.



- b) Shall not set aside any special fund that shall make it unnecessary for the Treasurer to sign the cheques issued by the Society.
- a) Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Society and such report shall be physically affixed to the minutes of the Board of Directors meeting minutes of such meeting.
- b) Shall assist in the coordination and completion of funding applications as necessary.
- c) Shall exercise all duties incident to the office of Treasurer.

**All Directors will be Directors at Large of the Society.**

Director at Large positions will be elected by the membership. The duties of each Director will be decided on by the Board of Directors based on the needs of the Society at that time.

**SECTION SIX - SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees and or contractors which they in their discretion may determine to be necessary for the conduct of the business of the Pacific Storm Water Polo Club.

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred in the performance of duties as approved by the Board.

**SECTION SEVEN - COMMITTEES**

All committees of the Society shall be appointed by the Board of Directors as needed and their term of office shall be for a period of one year, or less, if terminated sooner, by the action of the Board. Committee positions are non-voting positions.

Committee members shall not receive any remuneration. A committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties and approved by the Board.

**SECTION EIGHT - CONTRACTORS & EMPLOYEES**

No person in either a contractor or employee role with the Club may become a voting member.

**SECTION NINE - DUES**



The dues of the Society shall be reviewed annually prior to the start of each calendar season.

#### **SECTION TEN - AMENDMENTS**

On being admitted to membership each member is entitled to and the Pacific Storm Water Polo Club must provide each member without charge, a copy of the constitution and bylaws of this Society.

These By-Laws may be altered, amended, repealed or added to by special resolution only with an affirmative vote of not less than two-thirds (66.6%) of the voting members.

#### **SECTION TWELVE - BORROWING AND INVESTMENT**

In order to carry out the purposes of the Society the Directors may, on behalf of, and in the name of the Society,

- i) Raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue debentures, and

Invest the funds and property of the Society in such securities and other investments as the Directors in their discretion determine are in the best interests of the Society.

The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### **SECTION THIRTEEN - AUDITOR**

This Part applies only where the Society is required or has resolved to have an auditor.

The first auditor will be appointed by the Directors who will also fill all vacancies occurring in the office of auditor.

At each annual general meeting the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

An auditor may be removed by ordinary resolution.

An auditor will be promptly informed in writing of his, her or its appointment or removal. No Director and no employee or contractor of the Society will be appointed as auditor. The auditor may attend general meetings.

#### **SECTION FOURTEEN - NOTICE TO MEMBERS**



A notice may be given to a member, either personally, by mail, or by e-mail , at the members registered address.

Notice of a general meeting will be given to:

- (i) Every voting member shown on the register of members on the day notice is given;
- (i) The auditor, if Part 13 applies; and
- (i) Such other person or persons as the Directors may decide. No other person is entitled to receive a notice of general meeting.

#### Access to Records

The official records of the Society pursuant to s. 20(1) of the *Societies Act* will be open to the inspection of the Members. The Board of the Society will establish procedures for the inspection and disclosure of all official records. Members and other persons do not have the right to inspect any other official record of the Society, including the Director's meeting minutes and accounting records, without the Board's approval at their sole discretion.