

# EDMONTON TSUNAMI WATER POLO CLUB



## BYLAWS

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## Definitions

1. In these by-laws,
  - a. **“Board”** means the Board of Directors of the Club;
  - b. **“Club”** means the Edmonton Water Polo Club;
  - c. **“Executive”** means the Executive Directors of the Club;
  - d. **“Director”** means a director on the Board;
  - e. **“Head Coach”** means a person who is engaged by the Club to be responsible for the supervision of all persons who provide coaching services to the players of the Club;
  - f. **“Masters”**: means a person 18 years of age registered with the Edmonton Water Polo Club;
  - g. **“Member”** means a member as described in clause 9 who is still in good standing under clause 10;
  - h. **“Objects”** means such objectives for the Club as are established under separate filing and as amended from time to time;
  - i. **“Player”** means a registered water polo player with the Edmonton Water Polo Club;
  - j. **“Registrar”** means Registrar as defined in the Alberta *Business Corporations Act*, R.S.A. 2000, c. B-9 as amended from time to time;
  - k. **“Special Resolution”** means
    - i. a resolution passed:
      - a. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
      - b. by the vote to approve of not less than 75% of those Members who, if entitled to do so, vote in person.
    - ii. a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
    - iii. a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.
  - l. **“Good Standing”** means the member does not have any outstanding membership fees or other fees due to the club and is not subject to disciplinary sanctions by the club at the time of the meeting or action taking place.

## **Name and Affiliation**

2. The name of the Club shall be the Edmonton Water Polo Club.
3. The Club shall be affiliated with the Alberta Water Polo Association (AWPA) and Water Polo Canada (WPC) and shall be subject to the relevant rules and regulations adopted by those bodies.

## **Objectives**

4. Promote and grow the sport of water polo in Edmonton at both the grassroots and competitive levels.
5. Provide a high-performance structure for water polo athletes in the Edmonton area to compete at the elite level.
6. Align programming with national and provincial guidelines to prepare and place Edmonton athletes on WPC and AWPA teams.
7. Create well-rounded, ambitious, and confident young adults who will become active leaders in our community.
8. Support the development of coaching and officials in the Edmonton Zone.

## **Membership**

9. There are two categories of Members.
  - a. Members
  - b. Honorary Members
- 4.1 Members of the club are:
  - 4.1.1 Any parent or guardian of a minor player registered with the club who have paid their annual fees in full.
  - 4.1.2 Masters registered with the club who have paid their annual fees in full.
- 4.2 Honorary members: an individual can become an Honorary Member of the club if the Executive passes a resolution at an Executive Meeting to recognize them as such.
10. Any person wishing to withdraw from membership in the Club may do so by giving notice in writing to the Board through the Club's Secretary. If any Member, without permission issued by the President, is in arrears for fees and/ or delinquent in the performance of personal obligations to the Club as assessed by the Board, they shall not be entitled to exercise any membership privileges or powers in the Club until their fees are paid in full and the personal commitments made by such Member to the Club have been fulfilled up to that date. The Full Board, by a vote of not less than three-quarters ( $\frac{3}{4}$ ), may expel any Member from membership for any cause deemed reasonable by the Full Board.
11. The Board shall keep a register of all Members, including full names and residential addresses, the class of membership, the date on which the person is admitted as a Member and, if applicable, the date on which the person ceases to be a Member. The Board will also keep a register of all Players.
12. The membership year is September 1<sup>st</sup> to August 31<sup>st</sup> annually.
13. The Executive determines annual membership fees, schedules and terms of payment for fees.

## **Rights and Obligations of Members**

14. A member is entitled to: attend any general meetings of the Club, receive notice and attend other meetings of the Club and to exercise other rights and privileges given to members in these Bylaws.
15. Recognizing that concerns, disputes and controversies will occur from time to time between members and between members and others associated with the Club, members are obliged by virtue of their membership to seek to resolve differences with goodwill.
16. Members must not undermine the mission and aims of the Club.
17. Except for representative teams sponsored by the Alberta Water Polo Association or Water Polo Canada, members may not compete for any other water polo club or organization without permission of the Executive Committee.
18. No right or privilege of any Member is transferable to another person, except by permission of the Executive.
19. Although a Member ceases to be a Member, by death, resignation, expulsion or otherwise, the Member is liable for any debts owing to the Club at the date of ceasing to be a Member. The Executive may waive all debts owed by a former Member owing to the Club.
20. No Member is, in his/her individual capacity, liable for any debt or liability of the Club.
21. Voting rights at general or special meetings of the club are given to Members in good standing over 18 years of age or to a parent or legal guardian of a Member. Each Member is entitled to one vote.

## **General Meetings of the Club**

22. Every Member of the Club has one vote at any general meeting of the Club except:
  - a. only Masters may vote for Master's Vice President;
23. The Club shall hold an annual general meeting before September 30th of each year and shall give at least two weeks' notice of the time and place of the meeting by means of email notice to all Members and by posting a notice on the website normally used for Club notices.
24. Business at the annual general meeting shall include presentation of the audited financial statements of the Club, President's Report, plus any other business included on the agenda by the Executive or voted to be included on the agenda by the Members.
25. At the discretion of the Executive, an additional general meeting may be held in any year to elect Directors and to conduct any business included on the agenda by the Executive or voted to be included on the agenda by the Members. At least two weeks' notice, in the same form as for an annual general meeting shall be given of the general meeting.
26. A special meeting may be called by the Executive on its own discretion or upon receipt of a petition signed by not less than fifty percent (50%) of the Members. At least two weeks' notice, in the same form as for an annual general meeting, shall be given of the special meeting.
27. Quorum at any meeting of the Club is ten (10) members in good standing.
28. All votes at any meeting of the Club are by show of hands, unless the Executive determines that a secret ballot shall be held, or a request for a secret ballot is made and supported by a vote of not less than twenty-five percent (25%) of those Members present.

29. A motion shall pass on receiving a majority vote (more than 50%) of the votes cast at the meeting, unless it requires a Special Resolution. Votes cast do not include abstentions.

30. Votes may only be cast in person at a meeting of the Club; no vote may be given by proxy or otherwise.

## **Governance of the Club**

31. The Board of Directors shall consist of:

- a. the Executive Committee, and,
- b. five Directors at Large, including, Grants Coordinator, Casino/Fundraising Coordinator, Volunteer Coordinator and Communications.

32. The Duties of the Board of Directors include:

a. The President

- Presides at all meetings of the Club, the Board of Directors and the Executive Committee;
- Calls meetings of the Board;
- Calls meetings of the Executive;
- Responsible for the overall direction of the Board;
- Main spokesperson for the Club;
- Is an ex-officio member of the committees of the Club;
- Appoints a member to be the Liaison between the Coaches and Board, Coaches and Club Athletes and Coaches and Club Members when required;
- Appoints a member to be the Liaison between the Head Coach and the Board to facilitate the operation of the Coach Mentorship Program;
- Liaises between the Club, other clubs, AWPA and WPC;
- Carries out other duties assigned by the Executive.

b. The Masters Vice President

- Attends all meetings of the Club, the Board of Directors and the Executive Committee;
- Informs the Executive Committee, the Board and the Club of matters of concern to the Masters;
- Informs Masters of matters arising before the Executive Committee, the Board and Club that may be of interest or concern to Masters;
- Encourages and promotes growth of Masters water polo in the Edmonton area;
- Carries out other duties assigned by the Executive.

c. The Vice President

- Presides at all meetings of the Club, the Board of Directors and the Executive Committee;
- Replaces the President at various functions when asked to do so by the President or the Executive;
- Is an ex-officio member of the committees of the Club;
- Takes the lead on matters of discipline;
- Carries out other duties assigned by the Executive;

d. The Treasurer

- Attends all meetings of the Club, the Board of Directors and the Executive Committee;
- Makes sure all monies paid to the club are deposited in a chartered bank, treasury branch or trust company chosen by the Executive;
- Makes sure a detailed account of revenues and expenditures is presented to the Executive as requested;
- Makes sure an audited statement of the financial position of the Club is prepared and presented to the AGM;

- Carries out other duties assigned by the Executive.

e. The Secretary

- Attends all meetings of the Club, the Board of Directors and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the board's correspondence;
- Makes sure a record of names and addresses of all Members of the Club is kept
- Files the annual return, changes in the directors of the Club, amendments in the Bylaws and other incorporating documents with the Corporate Registry;
- Carries out other duties assigned by the Executive.

f. The Development Program Liaison

- Attends all meetings of the Club, the Board of Directors and the Executive Committee
- Develop, foster and maintain relationships with Edmonton area partners and other Community Clubs to promote and support the growth of high-performance water polo in the Edmonton region;
- Acts as the Liaison between EWPC and developmental Clubs to promote success with the U14 EWPC Bridge Program for Edmonton area Clubs;
- Represents the EWPC on any developmental Club Boards;
- Carries out other duties assigned by the Executive.

g. Directors at Large

- Attend meetings of the Club, the Board of Directors;
- May attend meetings of the Executive Committee;
- Carry out responsibilities undertaken at the time of their election;
- Carry out other duties assigned by the Executive.

33. The Board shall be elected at the Annual General Meeting for a one year term and shall hold office until the election the following year, unless they resign earlier or are expelled from the Board.

34. Any Member, except Members who are minors, may be a Director, but no more than one Member from the same family may be Directors in the same term.

35. A member of the Board may resign from the Board by submitting a letter of resignation to the President or the Vice President.

36. A Director is responsible for attending all relevant Board meetings and performing the functions assigned by the Executive. If a Director fails to a significant degree to fulfill these responsibilities or engages in conduct significantly prejudicial to the interests of the Club, the remaining Directors may give the Director notice of intent to suspend or expel in accordance with clause 45.

37. The Head Coach holds his or her position on the Board ex officio, and shall not be entitled to a vote.

38. Except where specifically set out in the by-laws, the duties of the Executive and other Directors are set by the Executive.

39. Meetings of the Board of Directors:

- a. Will be held at least once every four months, and shall be called by the President.
- b. These meetings will include reporting from the Executive and the Directors at Large on their areas of responsibility.
- c. No voting will take place at Full Board Meetings, with the exception of the potential expulsion/suspension of a Member.

- c.i. In these instances, sixty percent of the Directors shall constitute a quorum.
- c.ii. All Directors, including the President, can vote in an expulsion meeting, and each Director, including the President, has one vote.
- c.iii. By a vote of not less than three-quarters ( $\frac{3}{4}$ ), may expel any Member from membership
- d. A special meeting of the Board may be called on the request of any two Directors upon giving the President notice of the business to be brought before the meeting.
- e. Directors shall be notified at least one week in advance of each Board meeting, except in case of emergency, when as much notice as possible shall be given by telephone, email or other agreed upon means of communication, or by agreement determined at a previous meeting.

## **Executive Committee**

- 40. The Executive Committee shall consist of:
  - a. President
  - b. Masters Vice President
  - c. Vice President
  - d. Treasurer
  - e. Secretary
  - f. Development Program Liaison
- 41. The Executive Committee may, by the appointment of a Member, fill any empty position on the Board, however created, until the next election.
- 42. The Executive Committee shall, subject to the by-laws and to directions given it by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Club. Without limiting the general responsibility of the Executive Committee, the Executive Committee may delegate specific responsibilities to Committees. The Executive may constitute whatever committees it determines are necessary to perform its functions and may appoint any Member or non-member of the Club to such committees
- 43. The Executive Committee is responsible for:
  - a. Establishing strategic direction
  - b. Establishing the policies, procedures, budgets and financial overview
  - c. Reviewing Operations
  - d. Hiring of and monitoring the performance of the Head Coach in accordance with established policies and procedures of the Board.
- 44. Executive Committee Meetings:
  - a. Will be held at least once every two months but may be held as often as may be required and called by the President;
  - b. Will manage the day to day operations of the Club;
  - c. Require fifty percent of the Executive Committee Directors to constitute a quorum;
  - d. All Executive Directors, including the President, are voting members of the Executive, and each Executive Director, including the President, has one vote on matters raised for decision at a Executive meeting. Motions are passed by majority vote. In the case of a tie vote, the President shall have one additional casting vote;
  - e. A special meeting of the Executive Committee may be called on the request of any two Executive Directors upon giving the President notice of the business to be brought before the meeting;
  - f. Executive Directors shall be notified at least one week in advance of each Executive Committee meeting, except in case of emergency, when as much notice as possible shall be given by telephone, email or other agreed upon means of communication, or by agreement determined at a previous meeting.

## **Removal of Directors**

45. The Board of Directors shall have the power, by a vote of not less than seventy-five percent (75%) of those present (excluding the person subject to the suspension or expulsion), to expel or suspend any member of the Board from their position as a Director on the basis that their conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Club. No Director shall be expelled or suspended from their position without being notified of the charge or complaint against them and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

## **Remuneration and Expenses**

46. No Executive, Director or Member shall receive remuneration for services rendered to the Club. Out of pocket expenses incurred in executing the legitimate Objects of the Club shall be reimbursed. Non-reimbursable expenses, not noted in the budget and in excess of one thousand dollars (\$1,000) require simple majority Executive approval.

## **Funds and Property**

47. The Club may acquire by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings. In the case of acquiring real estate, through any means, this shall be exercised only by a Special Resolution of the Members.
48. The funds and property of the Club shall be used and dealt with for its legitimate Objects only and in accordance with these by-laws.

## **Negotiable Instruments and Borrowing**

49. For the purpose of carrying out its Objects, the Club may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
50. The signing authorities for the Club bank accounts shall be any two or three Executives of the Club including the Treasurer. The Executive, through resolution, may appoint additional signing authorities to any or all accounts which hold funds.

## **Fiscal Year**

51. The fiscal year of the Club shall be June 1st to May 31st.

## **Books and Records**

52. The books, accounts and records of the Club shall be audited at least once each year by a duly qualified accountant or bookkeeper or by two Members who are not Directors and who are appointed by the Executive. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) for consideration at the annual general meeting.
53. The books, accounts, records and registry of Members may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Secretary of the Club. Directors have access to the books, accounts, records and registry at any reasonable time. However, where personal information is requested, a valid reason relating to the purposes of the Club must be given unless consent has been received by all owners of the personal information.

## **Amending by-laws and Objects**

54. The by-laws of the Club may be amended or rescinded only by Special Resolution of the Club, and such amendment or rescission shall not take effect until it has been registered by the Registrar.
55. The Objects of the Club may be altered only by Special Resolution of the Club but such alteration shall not take effect until it has been registered by the Registrar.

## **Limitation of Liability of Members**

56. No Member of the Club is, in the Member's individual capacity, liable for a debt or liability of the Club.

## **Dissolution**

57. In the case of dissolution of the Club, all proceeds shall be granted in favour of a charitable organization provided payments of all liabilities of Club have been met.

## **Societies Act**

58. The Societies Act, R.S.A. 2000, c. S-14, as amended from time to time, applies to the Club. If any of the provisions of these by-laws conflict with the provisions of the Societies Act, the Societies Act shall prevail.

DATED 06/08/2020

SIGNED by all executive

  
6/8/2020 7:33:22 AM MDT  
Kelly Thorne - The President

  
6/7/2020 9:46:07 PM MDT  
Karen Duggan - The Masters Vice President

  
6/7/2020 10:05:07 PM MDT  
Lara Tinkler - The Vice President

  
6/7/2020 9:46:32 PM MDT  
Jodie Cowan - The Treasurer

  
6/8/2020 11:39:11 AM MDT  
Grant Gillies - The Secretary