

# KW Water Polo Club Bylaws

## Bylaw 1

### Basic Organizational Bylaw

1. A bylaw relating generally to the transaction of the affairs of the KW Water Polo Club (the “Club”), a corporation without share capital incorporated under the Ontario Corporations Act, on May 5<sup>th</sup>, 1989.

### Fiscal Year

2. The fiscal year of the Club shall end on April 30<sup>th</sup> of each year.

### Seal

3. The Club shall not hold a seal.

### Members

4. The following persons shall be considered “**members**” in the Club:

i) an individual registered by the club shall be considered to be a **Playing Member**. Only playing members 18 years of age and over shall be entitled to vote at any meeting of the members;

ii) a legal guardian of a playing member under the age of 18 years shall be considered to be a **Member**. Only one legal guardian per playing member under the age of 18 shall be entitled to vote at any meeting of the members;

iii) an individual who supports the objectives and activities of the Club and who has been accepted into the membership by a vote of the Directors shall be considered to be a **Life Member** and shall be entitled to vote at any meeting of the members.

iv) an individual who supports the objectives and activities of the Club and who has been accepted into the membership by a vote of the Directors shall be considered to be an **Associate Member** and shall be entitled to vote at any meeting of the members until and including the AGM following;

v) an individual who supports the objectives and activities of the Club and who has been accepted into the membership by a vote of the Directors as an **Honorary Member** shall not be entitled to vote at any meeting of the members.

5. Every member in good standing is entitled to: a) attend any meeting of the Club; b) vote at any meeting of the Members, excluding those prevented as outlined in Section 4.

6. A member may vote at a meeting of the Members by proxy in writing delivered to the secretary no later than 48 hours prior to the meeting.

7. Each member is entitled to cast one vote, as outlined in Section 4. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before the meeting that has been voted on by the members.

8. Membership Shall Cease:

- a) upon death of a member;
- b) if a member is in arrears for more than thirty days in respect of membership fees or any other amount payable to the Club;
- c) if a member resigns by written notice to the Club; or
- d) if upon resolution by at least two-thirds of Directors in favour of removing a member for breach of the Club's Code of Conduct.

**Notwithstanding the foregoing, the Board of Directors may suspend or reprimand a member or allow a member to continue as a member subject to whatever conditions the Board of Directors determines.**

## Meetings

9. The annual general meeting of the Club shall be held no later than 15 months after the last annual general meeting.
10. The following business shall be conducted at the annual general meeting;
  - a) presentation of the financial statement ;
  - b) election of the directors;
  - c) presentation of the President's Annual Report; and
  - d) any other business that may properly be brought before the meeting.
11. The Board of Directors may call a general meeting of the members upon proper notice being given.
12. The Board of Directors shall call a general meeting of the members if at least 25 per cent of the members of the Club request that a general meeting be called.
13. Any meeting of the Club or the Board of Directors may be adjourned and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice of such adjournment is required.

## Notice

14. Any notice required to be given by a member, director or officer shall be deemed to have been given if it is:
  - a) delivered personally to the person to whom it is to be given;
  - b) delivered or mailed to the person's address as recorded in the Club's records; or
  - c) sent to a person by electronic mail to the person's electronic mail address as recorded in the Club's records.

**A notice shall be deemed to have been given when it is delivered personally or to the person's address or three days after it was mailed.**

15. Notice of the Annual General Meeting shall be given at least 14 days prior to the meeting.

## **Board of Directors**

16. The affairs of the Club shall be managed by a Board of Directors (the “Board”) of no more than ten and no fewer than six persons.

17. There shall be two ex-officio directors: the Immediate Past President of the Club and the Head Coach, as declared by the Board. The ex-officio directors shall have no voting rights on Board matters, but will maintain their members voting rights.

18. The Board shall appoint from among itself a President, Vice-President, Secretary and Treasurer who shall serve until the next Annual General Meeting or until he or she is removed from office by a resolution of the Board.

19. Each director shall be a member of the Club at the time of his or her election. A director shall be at least 18 years of age and may not be an undischarged bankrupt.

20. The directors may appoint a director to fill a vacancy provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the Club to fill vacancies.

21. The members of the Club shall elect a director by a show of hands or by ballot if requested by a member.

22. The members of the Club may remove a director by a resolution passed by a least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast at that general meeting elect any person who is qualified to be a director in his or her stead for the duration of the term.

## **Meetings of the Directors**

23. Fifty percent plus one shall form a quorum for the transaction of business.
24. The Board may hold its meetings at any place in Ontario as it may, from time to time, determine.
25. Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two members of the Board.
26. No formal notice of any meeting of the Board shall be necessary if all Directors are present or if those absent have consented to the meeting being held in their absence.
27. The Board may appoint a day or days in any month or months for regular meetings at an hour named, and no written notice of such meeting need be provided. A meeting of the Board may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
28. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
29. The Directors may, on behalf of the Club, exercise all the powers that the Club may legally exercise under the Act, the letters Patent, or otherwise.
30. The Directors shall receive no remuneration for acting as such, but shall be entitled to indemnity for any expenses reasonably incurred by them on behalf of the Club, upon proof of such expense.

## **Officers of the Club**

31. The officers of the Club shall have the following duties:

a) President- chair all meetings of the Club and the Board; have general supervision of the affairs of the Club; sign all by-laws and execute any documents with the secretary; and perform any other duties which the Board may, from time to time, assign. The President shall cast a deciding vote in the event of a split decision by the Directors and may otherwise not vote at a Board meeting.

b) Vice President- exercise any duties of the President in the absence of the President; and perform any other duties which the Board may, from time to time, assign.

c) Secretary- keep and maintain the records and books of the club; and perform any other duties which the Board may, from time to time, assign.

d) Treasurer- keep and maintain the financial records of the Club; countersign all cheques or other payments with the President or other authorized Director, as the case may be; prepare the financial statements of the corporation; and perform any other duties which the Board may, from time to time, assign.

## **Indemnification**

32. The Club shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

a) all costs, charges, and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter, or

thing whatsoever made, done, or permitted by him or her in the execution of the duties of his or her office; and

b) All other costs, charges, expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs, except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

Passed by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

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President

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Secretary