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BYLAWS OF SOUTH ISLAND WATER POLO ASSN.
("South Island Water Polo" or the "Society")

(the "Society"), operating as "Victoria Water Polo Club"

Adopted pursuant to the Societies Act, S.B.C. 2015, c. 18

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

(a) "Act" means the Societies Act of British Columbia, as amended from time to time;

(b) "Board" means the directors of the Society;

(c) "Bylaws" means these Bylaws as altered from time to time;

(d) "Electronic Meeting" means a meeting conducted, in whole or in part, by telephone or other communications medium, including video-conferencing platforms such as Zoom, that permits all participants to communicate with each other during the meeting;

(e) "Fiscal Year" means the fiscal year of the Society described in Bylaw 9.1;

(f) "Operating Name" means "Victoria Water Polo Club," the assumed name under which the Society carries on its activities, as described in Bylaw 1.4.

(g) "Voting Member" means a member of the Society who is in good standing, and "voting members" means all such members collectively.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Operating / assumed name

1.4 The legal name of the Society is South Island Water Polo Association. The Society is authorized to carry on its activities, hold itself out to the public, and enter into agreements using the assumed name "Victoria Water Polo Club," provided that:

(a) all formal filings with the BC Registrar of Companies, financial institutions, and government bodies identify the Society by its legal name, with the operating name noted where the institution permits; and

(b) the Board may authorize the use of additional assumed names by resolution, and shall maintain a record of all assumed names in use.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 The Board may refuse an application for membership where the applicant’s conduct, public actions, affiliations, or behaviour are inconsistent with the purposes, values, policies, or safety standards of the Society, including conduct that may reasonably undermine the safety, inclusion, or reputation of the Society or its members.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues set annually

2.4 The Board must, prior to the start of each Fiscal Year, determine the amount of the annual membership dues, if any, payable for that Fiscal Year.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing:

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing for 3 consecutive months.

Discipline, suspension, or termination of membership

2.8 The Board may discipline, suspend, or terminate the membership of a member where the member:

(a) breaches the constitution, these Bylaws, or any policies or rules of the Society;

(b) engages in conduct that is harmful to the Society, its members, participants, volunteers, coaches, officials, or the reputation of the Society; or

(c) engages in conduct inconsistent with the purposes or values of the Society.

2.9 Before taking action under Bylaw 2.7, the Board must provide the member with reasonable notice of the concern and an opportunity to respond.

2.10 A decision to discipline, suspend, or terminate membership must be made by ordinary resolution of the Board, and the member must be notified of the decision.

2.11 A member disciplined, suspended, or terminated under this Part may request that the Board reconsider the decision within 30 days. The Board may establish procedures for such review.

Part 3 – General Meetings of Members

Time, place, and electronic general meetings

3.1 A general meeting must be held at the time and, if applicable, place the Board determines. The Board may call and conduct a general meeting, including the annual general meeting, as a fully electronic meeting, a partially electronic meeting, or an in-person meeting with electronic participation, using Zoom or a comparable video-conferencing or teleconferencing platform, provided that the chosen medium permits all participants to communicate with each other and permits voting in a manner that adequately discloses the intention of the voting members. A member participating in a general meeting by electronic means is deemed to be present at the meeting.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must 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.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair, or the individual appointed by the Board is unable to preside as the chair:

(i) the President,

(ii) the Vice-President, if the President is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 20% of the voting members but shall not be less than three (3).

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance:

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 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 in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting:

(i) receive the directors' report on the financial statements of the Society for the previous Fiscal Year, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) elect or appoint directors, and

(iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote, an electronic poll or response feature of the platform used to conduct an Electronic Meeting, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot, including by a secure electronic means at an Electronic Meeting.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 7 directors.

Board positions

4.2 The Board shall consist of the following positions:

(a) President;

(b) Vice-President;

(c) Treasurer;

(d) Registrar;

(e) Secretary; and

(f) up to two (2) Directors at Large,

provided that the total number of directors holding office at any time does not exceed the maximum set out in Bylaw 4.1.

Election or appointment of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office, provided that the appointment does not cause the Board to exceed the maximum number of directors permitted under Bylaw 4.1.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Term of office of directors

4.6 Subject to Bylaw 4.5, a director is elected or appointed for a term of one (1) year, and a director's term of office ends immediately after the close of the Society's next annual general meeting following the director's election or appointment, unless the director resigns, is removed, or otherwise ceases to hold office earlier. A director is eligible for re-election or re-appointment.

Directors who are 16 or 17 years of age

4.7 In accordance with section 44(2) of the Act and the regulations made under the Act, an individual who is 16 or 17 years of age is qualified to be a director of the Society, subject to the following:

(a) at all times while one or more directors who are 16 or 17 years of age hold office, a majority of the directors then holding office must be individuals who are at least 18 years of age;

(b) a director who is 16 or 17 years of age has all the rights, duties, and liabilities of any other director under the Act and these Bylaws, except as otherwise provided by law; and

(c) if the election or appointment of an individual who is 16 or 17 years of age would result in a majority of the Board being under 18 years of age, that election or appointment is not effective, and the Board must take whatever steps are necessary to remain in compliance with this Bylaw 4.7.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the President or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 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 the meeting.

Conduct of directors' meetings, including by electronic means

5.4 The directors may regulate their meetings and proceedings as they think fit. A director may participate in a directors' meeting, and be counted in the quorum for that meeting, by telephone, Zoom, or other communications medium that permits all directors participating in the meeting to communicate with each other, and a director participating in this manner is deemed to be present at the meeting.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors then holding office.

Resolution in writing without meeting

5.6 A resolution of the directors may be passed without a meeting if the resolution is consented to in writing by all of the directors entitled to vote on it. A resolution consented to in this manner has the same effect as if it had been passed at a directors' meeting.

Part 6 – Officer Duties

Election or appointment to officer positions

6.1 Directors must be elected or appointed to the officer positions of President, Vice-President, Secretary, Registrar, and Treasurer, and a director, other than the President, may hold more than one position.

Directors at large

6.2 A director who is elected or appointed to the Board other than to one of the positions described in Bylaw 6.1 is elected or appointed as a Director at Large.

Role of President

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

(a) calling and presiding as chair at all meetings of the Society;

(b) serving as the chair of the Board and supervising the other directors in the execution of their duties;

(c) attending, or appointing another member to attend, meetings of affiliated organizations, including Water Polo West and Water Polo Canada;

(d) addressing matters relating to pool times, facilities, and other operational matters with relevant recreation and facility representatives; and

(e) carrying out such further duties as may be assigned by resolution of the Board from time to time.

Role of Treasurer

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

(a) maintaining proper books of account and overseeing the banking of the Society;

(b) preparing financial reports for meetings of the Board and an annual financial report for presentation at the annual general meeting; and

(c) carrying out such further duties as may be assigned by resolution of the Board from time to time.

Role of Registrar

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

(a) maintaining the registration records of all members of the Society;

(b) preparing and submitting registration lists to affiliated organizations by the required deadlines; and

(c) carrying out such further duties as may be assigned by resolution of the Board from time to time.

Role of Secretary

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

(a) preparing and maintaining minutes of all meetings of the Society and the Board;

(b) issuing notices of meetings and other required correspondence; and

(c) carrying out such further duties as may be assigned by resolution of the Board from time to time.

Absence of Secretary from meeting

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

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 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.

Signing authority

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

(a) by the President, together with one other director,

(b) if the President is unable to provide a signature, by the Vice-President together with one other director,

(c) if the President and Vice-President are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Conflict of Interest

Disclosure of interest

8.1 A director who has a direct or indirect material interest in a proposed contract, transaction, or matter involving the Society must disclose the nature and extent of that interest as soon as the director becomes aware of it.

Abstention from decision-making

8.2 A director who has disclosed a material interest must not vote on any resolution relating to the contract, transaction, or matter.

Participation restrictions

8.3 Unless invited by the Board to provide information, a director who has disclosed a material interest must leave the meeting during discussion and voting on the matter.

Recording disclosure

8.4 The disclosure of interest and the director's absence during discussion and voting must be recorded in the minutes.

Part 9 – Finances

Fiscal year

9.1 The fiscal year of the Society ends on December 31 of each year.

Financial statements

9.2 The directors must present financial statements of the Society for the preceding Fiscal Year at each annual general meeting.

Part 10 – Affiliation

Affiliation with provincial and national governing bodies

10.1 The Society is authorized to affiliate, and to maintain affiliation, with:

(a) Water Polo West (or its successor as the recognized governing body for water polo in the western Canadian region), and

(b) Water Polo Canada (or its successor as the national governing body for water polo in Canada),

and to comply with the bylaws, rules, regulations, and policies of those bodies as a condition of affiliation, and to pay any affiliation, registration, or sanctioning fees required by those bodies. The Board may apply for, renew, or terminate any such affiliation by ordinary resolution of the Board.

Part 11 – Indemnification and Protection of Directors and Officers

Indemnification

11.1 Subject to the Act, the Society must indemnify a director or former director of the Society, and the director's heirs and legal representatives, against all judgments, penalties, fines, costs, charges, and expenses, including legal fees, reasonably incurred by the director in respect of any civil, criminal, administrative, investigative, or other proceeding in which the director is involved because of being or having been a director or officer of the Society, to the extent permitted by the Act.

Limitation of liability

11.2 No director or officer of the Society is liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee, or for any loss or damage arising from carrying out the duties of their office, unless the same arises through that director's or officer's own dishonesty, gross negligence, or wilful default, and subject in all respects to the Act.

Part 12 – Amendment of Bylaws

Amendment by special resolution

12.1 These Bylaws may be amended, repealed, or replaced only by special resolution of the voting members at a general meeting, in accordance with the Act.