

**BYLAWS OF WATER POLO WEST ASSN.
("Water Polo West" or the "Society")**

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CAROL PREST

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Section 1 - General

1.1 Definitions

- (a) **Athlete** – A person insured to play water polo and registered with a Member for that purpose.
- (b) **Authorized Representative** – A representative of a Voting Member who has been authorized in writing by the directors or governing body of the Voting Member to attend and vote at a Water Polo West meeting as the representative of the Voting Member.

- (c) **Board** – the Water Polo West Board of Directors.
- (d) **Bylaws** - means these Bylaws as amended from time to time.
- (e) **Board Committee**– an advisory group appointed by the Board from time to time to be responsible for governance, policy, or a strategic function, project or program or for such other tasks or functions as may be specified by the Board.
- (f) **Club** – any educational institution, group, organization or team whose primary purpose is the delivery of Water Polo or other aquatic sport related programs.
- (g) **Director** - an individual elected or appointed to serve on the Board as a Director.
- (h) **Discipline Committee** - the committee appointed by the Board pursuant to Section 14.1(b) of these Bylaws.
- (i) **Elected Director** – an individual elected to the Board by acclamation or by simple majority vote of the Voting Members at an annual general meeting.
- (j) **Executive Committee** - the committee appointed by the Board pursuant to section 7.3(a) of these Bylaws.
- (k) **FINA** – Fédération Internationale de Natation. The international federation recognized by the International Olympic Committee to administer international competition in aquatic sports.
- (l) **Interim Director** – an individual appointed to the Board by the Board to provide expertise or to fill a casual vacancy.
- (m) **Interpretation Act** - means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time.
- (n) **Laws of Water Polo** – The rules of water polo, as determined by Water Polo Canada and adopted by the Board, and includes any codes of conduct, policies and guidelines regulating the sport of water polo which are observed by Water Polo Canada and adopted by the Board.
- (o) **Member** – means a Voting Member or Non-Voting Member of Water Polo West.
- (p) **Non-Voting Member** – any Club, group, organization or team in good

standing that has been admitted as a Non-Voting Member by the Board and that facilitates the delivery, growth and/or development of Water Polo via Water Polo West-sanctioned leagues, programs, or events.

- (q) **person** – is to be broadly interpreted and includes an individual, a corporation, society or other body corporate, a partnership, a joint venture, a trust, an association, an unincorporated organization, a regulatory body or agency, a government or governmental agency or authority or entity, an executor or administrator or other legal or personal representative, or any other entity.
- (r) **Registered Address** – a Member's address as recorded in the Register of Members.
- (s) **Sanctioned Water Polo Activities** –Water Polo leagues, programs or events, whether recreational or competitive, approved as Sanctioned Water Polo Activities by the Board.
- (t) **Societies Act** – the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations.
- (u) **Voting Authorization Form** - a written appointment of an Authorized Representative in a form approved in accordance with Section 5.2(b).
- (v) **Voting Member** – any Club, group, organization or team in good standing that has been admitted as a Voting Member by the Board and that facilitates the delivery, growth and/or development of Water Polo via Water Polo West-sanctioned leagues, programs, or events.
- (w) **Water Polo** – the sport of water polo, variations of water polo, similar games and other aquatic sports promoting the development of skills related to the sport of water polo.
- (x) **Water Polo Canada** – Canadian Water Polo Association Inc., the national sport organization and governing body for water polo in Canada recognized by FINA.

The definitions in the *Societies Act* apply to these Bylaws.

1.2 Compliance with Societies Act, Interpretation Act, and Other Enactments

Subject to Section 1.1, if a provision in these Bylaws is inconsistent with the *Societies Act* or any other enactment of British Columbia or Canada, such provision shall have no effect and may be severed from these Bylaws without

affecting any other provision hereof. If there is a conflict between a definition of the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws.

The *Interpretation Act* applies to the interpretation of these Bylaws as if they were an enactment.

1.3 **Interpretations**

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include all other genders.

Section 2 - Membership

2.1 **Membership**

The Members of Water Polo West are those persons who have become Members in accordance with these Bylaws and have not ceased to be Members.

2.2 **Application For Membership**

- (a) **Non-Voting Members** - A Club may apply to the Board or its designates for membership as a Non-Voting Member, and upon acceptance by the Board or its designates shall be admitted as a Non-Voting Member of Water Polo West, provided that the proposed Non-Voting Member:
- (i) has a permanent mailing address or alternative form of contact deemed acceptable by the Board;
 - (ii) has completed the Water Polo West registration process, including the payment of any prescribed fees;
 - (iii) their admission to membership will not conflict with the Laws of Water Polo promulgated from time to time by Water Polo Canada and approved by the Board; and
 - (iv) is otherwise in good standing with Water Polo West.

A Non-Voting Member is not entitled to vote at any Meeting of the Members of Water Polo West.

- (b) **Voting Members** - A Club may apply to the Board or its designates for

membership as a Voting Member, and upon acceptance by the Board or its designates shall be admitted as a Voting Member, provided that the proposed Voting Member:

- (i) has a permanent mailing address or alternative form of contact deemed acceptable by the Board;
- (ii) has completed the Water Polo West registration process, including the payment of any prescribed fees;
- (iii) the admission to membership will not conflict with the Laws of Water Polo promulgated from time to time by Water Polo Canada and approved by the Board;
- (iv) has at least 10 Athletes registered and participating in Water Polo activities;
- (v) does not purport to represent an area or group already partly or wholly represented by another Voting Member of Water Polo West, except with the approval of the Board;
- (vi) is otherwise in good standing with Water Polo West; and
- (vii) meets any other requirements set from time to time by the Board.

A Voting Member is entitled to exercise one vote at any meeting of the Members of Water Polo West.

- (c) Membership is not transferable.

2.3 Duties of Members/Good Standing

- (a) Every Member must uphold the Water Polo West Constitution and must comply with these Bylaws.
- (b) Each Member shall be in good standing with Water Polo West provided that such Member:
 - (i) shall have paid the annual dues set by Water Polo West for such membership, or all other monies owed by it to Water Polo West, not later than 45 days after payment is due;
 - (ii) if applicable and requested by the Board, Members must deliver to Water Polo West, not later than 45 days after receiving notice

in writing from Water Polo West, its Statement of Annual Accounts for the preceding financial year of the Club, together with any other requested financial information, a Certificate of Good Standing issued by the relevant regulatory authority, a copy of its current Constitution and Bylaws and a certificate of incumbency confirming the names of the persons holding office as directors or officers of the Club;

- (iii) shall continue to be engaged in the growth, development, and management of Water Polo;
- (iv) shall meet the requirements for membership set out in Sections 2.2(a) and (b) of these Bylaws to the satisfaction of the Board;
- (v) shall not be in conflict or non-conformity with the Laws of Water Polo promulgated from time to time by Water Polo Canada;
- (vi) if a Voting Member, shall maintain its permanent mailing address and, if applicable, its Board of Directors contact information and shall advise Water Polo West of any change thereof within 15 days; and
- (vii) conducts its affairs to the satisfaction of the Board, which satisfactory conduct shall be presumed in the absence of a resolution by majority of the Directors to the contrary.

2.4 Membership Dues

The membership dues for each category of membership will be such amounts as may be set by the Board from time to time. Dues shall be payable on such date as prescribed by the Board from time to time. Members must receive 8 months' notice of any increase in dues before such dues can take effect.

2.5 Termination of Membership

- (a) The membership of a Water Polo West Member terminates when:
 - (i) the membership terminates in accordance with these Bylaws;
 - (ii) the Member resigns;
 - (iii) the Member dissolves, or otherwise ceases to exist; or
 - (iv) the Member is expelled from membership in accordance with

these Bylaws or the *Societies Act*.

- (b) Any fees or dues owing by a Member at the time of termination of membership shall remain due and owing to Water Polo West.
- (c) In case of a Member who has failed to pay any fees, special assessments, dues or other debts owed to Water Polo West, membership in Water Polo West is terminated if the Member is not in good standing for six consecutive months.
- (d) Any Member who ceases to be a Member of Water Polo West forfeits all rights, claims, privileges or interests arising from membership in Water Polo West.

2.6 Discipline and Expulsion

- (a) A Member may be disciplined by resolution of the Board or by resolution of the Discipline Committee or may be expelled by resolution of the Board for any reason which is deemed by the Board or the Discipline Committee to be in the best interest of Water Polo West including, without limitation:
 - (i) violating any provisions of the *Societies Act*, the Water Polo West constitution, these Bylaws or any rules or policies adopted by Water Polo West from time to time;
 - (ii) carrying out any conduct which the Board or Discipline Committee considers detrimental to Water Polo West; or
 - (iii) for any other reason that the Board or the Discipline Committee considers to be reasonable, having regard to the purposes of Water Polo West.
- (b) Disciplining a Member may include a suspension of membership rights. Before a Member is disciplined or expelled, the Discipline Committee or Board must give the Member notice of the proposed discipline or expulsion, including written reasons, and give the Member 21 days to make representations to the Discipline Committee or Board respecting the proposed discipline or expulsion and, if applicable, attempt to rectify their misconduct to the satisfaction of the Discipline Committee or Board. The Discipline Committee or Board to respond to such representations within 21 days of receiving them.

2.7 Members not in Good Standing

- (a) A Member who has been suspended in accordance with Section 2.6, or who has failed to pay the Member's annual membership dues, special assessments or fees or any other debt due and owing by the Member to Water Polo West, is not in good standing so long as the suspension continues or any amount outstanding remains unpaid.
- (b) A Voting Member who is not in good standing shall not be entitled to vote at meetings of the Members, requisition meetings, make Members' proposals or consent to a resolution of Members.
- (c) A Member who is not in good standing shall not be entitled to participate in Sanctioned Water Polo Activities unless the Board, or its delegate resolves otherwise.

Section 3- Meetings of Members

3.1 Annual General Meeting (AGM)

- (a) AGM - Unless the holding of an annual general meeting is deferred in accordance with the *Societies Act*, Water Polo West's Board must call annual general meetings so that an annual general meeting is held in each calendar year.
- (b) Resolution Instead of AGM - An annual general meeting is deemed to have been held if all matters that must, under the *Societies Act* or these Bylaws, be dealt with at that meeting, including the presentation to the Members of the financial statements and auditor's report, if any, are dealt with in a resolution and all of the Voting Members consent in writing to the resolution on or before the date on which the annual general meeting must be held in accordance with Section 3.1(a).

3.2 Notice of Meetings

- (a) Calling of General Meetings - Subject to Section 3.1(a), the Board may at any time call a general meeting of Members at such date, time and location in British Columbia as may be determined by the Board.
- (b) Other Persons at General Meetings- Each Member, the auditor, if any, the Directors and any lawyer for Water Polo West shall be entitled to attend a general meeting of Water Polo West, and in addition any other person invited by the Board is entitled to attend a general meeting. Any

person attending a general meeting who is not an Authorized Representative of a Voting Member shall not be counted in the quorum and shall not be entitled to vote at the meeting.

- (c) Notice of General Meetings - Water Polo West shall give not less than 14 days written notice of the date, time and location of a general meeting to its Members. 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 and must include the text of any special resolution to be submitted to the meeting for approval.
- (d) Waiver of Notice - A person entitled to notice of a general meeting may, in any manner, waive that person's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (e) Form of Notice – Water Polo West may give notice of a general meeting by:
 - (i) Sending an email with the date, time and location of the general meeting and all other required information to every Member who has provided an email address to Water Polo West; and
 - (ii) Posting notice of the date, time and location of the general meeting, throughout the period commencing at least 14 days before the meeting and ending when the meeting is held, on the Water Polo West website.
- (f) Accidental Omission - The accidental omission to send a notice of a general meeting to a Member or the non-receipt of any notice by a Member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.
- (g) Notice of Adjourned General Meeting - It is not necessary to give any 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.

3.3 **Requisition of General Meetings**

- (a) Not fewer than 10%, and in no event less than two, of the Voting Members in good standing may requisition the Directors to call a general meeting for the purposes stated in the requisition.
- (b) Requisition Document - A requisition may be made in a single document or may consist of several documents in similar form, and must:
 - (i) Contain the names of, and be signed by, not fewer than 10% and in no event less than two of the Voting Members in good standing;
 - (ii) State, in 200 words or less, the business to be considered at the meeting, including any special resolution intended for consideration at the meeting;
 - (iii) Be delivered to Water Polo West's registered office; and
 - (iv) Be sent to each Director listed in Water Polo West's Register of Directors.
- (c) Requisition Notice - Promptly after Water Polo West receives a requisition in accordance with Section 3.3(b), the Directors must call a general meeting, to be held within 60 days after Water Polo West receives the requisition, to consider the business stated in the requisition, and Water Polo West must send, with the notice of the meeting, the text of the statement referred to in Section 3.3(b)(ii).
- (d) Notice By Members - If, within 21 days after the date of Water Polo West's receipt of a requisition, the Directors do not call a general meeting, a majority of the requisitionists listed in Section 3.3(b)(i) may call the meeting. A general meeting called under this Section 3.3(d) must be called within 60 days after the expiry of such 21 day period, and must be called and held in the same manner, as nearly as possible, as a general meeting called and held by the Board except that notice of the meeting must be sent to every Director as well as to every Member.
- (e) Expenses - Unless otherwise resolved by ordinary resolution at the general meeting, Water Polo West must reimburse the Voting Members who called the meeting according to Section 3.3(d) for the out of pocket expenses actually and reasonably incurred by them in calling and holding that meeting.

Section 4 - Proceedings at General Meetings**4.1 Ordinary Business at General Meetings**

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

- (a) Adoption of rules of order;
- (b) Consideration of any Water Polo West financial statements presented to the meeting;
- (c) Consideration of the report, if any, of the Directors or auditor;
- (d) Election or appointment of Directors;
- (e) Appointment of an auditor; and
- (f) Business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Order of Business at General Meetings

- (a) The order of business at a general meeting is as follows:
 - (i) Elect an individual to chair the meeting in accordance with Section 4.4 of these Bylaws;
 - (ii) Determine that there is a quorum;
 - (iii) Adopt rules of order;
 - (iv) Approve the agenda;
 - (v) Approve the minutes from the last general meeting;
 - (vi) Deal with unfinished business from the last general meeting;
 - (vii) If the meeting is an annual general meeting:
 - Receive the Directors' report on Water Polo West's financial statement for the previous financial year, and the auditor's report, if any, on those statements;
 - Receive any other reports of Directors' activities and decisions since the previous annual meeting;

- Elect or appoint Directors; and
- Appoint an auditor, if necessary;
- (viii) Deal with other business, including any matters about which notice has been given to the Members in the notice of meeting; and
- (ix) Terminate the meeting.
- (b) No business, other than ordinary business, shall be conducted at a general meeting of the Members except as may be set forth in the notice of the meeting.
- (c) Meeting Minutes - In the absence of the Secretary from a meeting, the Board must appoint another individual to record the minutes of the meeting. Minutes of all Water Polo West general meetings shall be recorded, stored and made available to the Members in such a manner or format as may be approved by the Board from time to time.

4.3 **Matters to Be Decided**

- (a) Ordinary Resolution - A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the *Societies 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. Ordinary resolutions require a simple majority of votes cast by Voting Members for the resolution to pass.
- (b) Special Resolution - The majority of votes required for a special resolution to be passed at a general meeting is two-thirds of the votes cast by Voting Members.

4.4 **Chairing Meetings**

- (a) The Chair - The following individual is entitled to preside as chair at a general meeting:
 - (i) the President;
 - (ii) if the President is unable or unwilling to act as chair of the meeting, one of the other Directors present at the general meeting; or

- (iii) another person present at the general meeting selected by the Board.
- (b) Selection of Alternate Chair - If there is no individual entitled under Section 4.4(a) who is able or willing to preside as chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to chair the meeting.

4.5 Quorum

- (a) Quorum Necessary - 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 present in person or by proxy.
- (b) Quorum for General Meetings - The quorum for the transaction of business at a general meeting is the presence of the Authorized Representatives of at least 3 Voting Members or one-third of eligible Voting Members, whichever is less.
- (c) Lack of Quorum - If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present:
 - (i) In the case of a general meeting convened by requisition of Members, the meeting is terminated; and
 - (ii) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and 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 the quorum for that meeting.
- (d) Quorum Ceases to Be Present - 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 present or the meeting is adjourned or terminated.

4.6 Participation by Telephone or other Communications Medium

- (a) A person who is entitled to participate in, including vote at, a general meeting may participate in person or by telephone or other

communications medium if all of the persons participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other.

- (b) Notwithstanding the foregoing, Water Polo West is not obliged to take any action to facilitate the use of a communications medium at a general meeting to allow Members to participate by telephone or other communications medium.
- (c) A Member who participates in a meeting in a manner contemplated by Section 4.6(a) is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

4.7 **Proposing a Motion**

- (a) Board Motions – At a general meeting of the Members, any Director shall be entitled to propose motions or resolutions that have been approved by the Board, but only if prior written notice of the motion or resolution has been provided to the Water Polo West office at least 28 days in advance of the meeting, and such notice includes:
 - (i) the proposed motion; and
 - (ii) a statement in support of the motion. The motion and statement together, must not exceed 200 words in length.
- (b) Member's Motions - Voting Members in good standing holding not less than 5% of the eligible votes for a meeting or at least 2 Voting Members, whichever is more, may, send to Water Polo West a notice of a motion that such Members propose to have considered at a general meeting of the Members provided that:
 - (i) such written notice sent to Water Polo West must contain the names of the Voting Members proposing the motion as required in this Section 4.7(b) and must be signed on behalf of each Voting Member by a duly authorized officer or director of the Voting Member.
 - (ii) proposed motions must be provided to the Water Polo West office at least 28 days in advance of the meeting, and must include with such notice:
 - The proposed motion;

- The names, positions, and signatures of the authorized senior managers and/or directors of the Voting Members submitting the motion; and
- A statement in support of the motion.

Provided that the motion and statement together, must not exceed 200 words in length.

- (iii) Water Polo West must circulate the motion to the Members, if all requirements from Section 4.7(b) are satisfied.
 - (iv) Water Polo West need not comply with Section 4.7(b)(iii), if substantially the same proposal was considered at a general meeting held within the two previous calendar years.
- (c) Speaking to a Motion - All Members and Directors, shall be entitled to speak to any motion presented at general meetings of the Members, subject to the direction of the chair.

4.8 Voting on a Motion

- (a) Only Voting Members in good standing shall be entitled to vote at meetings of the Members.
- (b) Each Voting Member must designate in writing the name of an Authorized Representative to attend on behalf of the Voting Member and cast its vote at each Water Polo West general meeting. Written notice of the person designated to act as the Authorized Representative of the Voting Member at any meeting must be delivered to Water Polo West at least 72 hours prior to the meeting or presented to the chair of the meeting, or their designate, prior to the commencement of the meeting.
- (c) Votes at a general meeting of the Members shall be by show of hand for each Voting Member except that if, either before or immediately after such a vote is held, two or more Voting Members request a ballot or, if a ballot is directed by the chair of the meeting, then any vote shall be made by ballot.
- (d) For a show of hand, or on a ballot, a Voting Member must cast its vote either for or against, or abstain, in respect of the resolution or other matter which is being voted upon and there can be no partial allocation

or partial exercise of a vote.

- (e) Except where required by these Bylaws, the British Columbia *Societies Act* or otherwise by law, any resolution or other matter to be decided by a vote of Members at general meetings of the Members shall be determined by a simple majority of Voting Members who are present at the meeting in person or by proxy, by telephone or by other communication medium, and who cast a vote on the resolution or other matter being voted upon.

4.9 Declaration of Results

- (a) Vote Results - The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is final.
- (b) Retention of Ballots and Proxies - Water Polo West must, for at least three months after each general meeting, keep each ballot cast at and each Voting Authorization Form from the meeting, and, during that period, make them available for inspection during statutory business hours by any Voting Member or Authorized Representative entitled to vote at the meeting. At the end of such three-month period, Water Polo West may destroy such ballots.

4.10 Meeting Adjournment

- (a) The chair of a general meeting may, or, if so directed by ordinary resolution must, adjourn the meeting.
- (b) No business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

Section 5 - Authorized Representation at General Meetings

5.1 Appointment of Authorized Representatives

- (a) Authorized Representative – Water Polo West will recognize one Authorized Representative of a Voting Member to attend and act at a general meeting in the manner and with the powers normally held by the Voting Member. A Voting Member represented in accordance with this Section 5.1(a) shall be deemed to be present in person at the meeting

for the purposes of these Bylaws.

- (b) Directors Cannot Represent - Current Water Polo West Directors, or any nominee for election as Director at that meeting, cannot be an Authorized Representative.

5.2 Validity of Authorized Representatives

- (a) Written Voting Authorization Form – The appointment of an Authorized Representative to represent a Voting Member at a general meeting must be in writing and must:
 - (i) Be received at the registered office of Water Polo West or at any other place specified in the notice of meeting, at least 72 hours before the day set for the holding of the meeting; or
 - (ii) Be delivered to the chair of the meeting or their designate prior to the commencement of the meeting.
- (b) Voting Authorization Form - A Voting Authorization Form, whether for a specified general meeting or otherwise, must be in a form approved by the Board or the chair of the meeting. The form must be signed by a duly authorized director or officer of the Voting Member.

If no form is approved by the Directors or the chair at least 28 days prior to the meeting, the form in Appendix "A" may be used to appoint a Voting Member's Authorized Representative.

- (c) Voting Authorization Form Delivery - A Voting Authorization Form may be sent to Water Polo West by written instrument, fax, email, or any other method of transmitting legibly written messages.
- (d) Validity of Authorized Representative Vote - A vote given by an Authorized Representative at a general meeting is valid notwithstanding the revocation of the appointment or the revocation of the authority under which the appointment is given, unless notice in writing of that revocation is received:
 - (i) At the registered office of Water Polo West, at any time up to and including the last business day before the day set for the holding of the general meeting at which the Authorized Representative was appointed; or
 - (ii) By the chair of the meeting, at the start of the meeting.

- (e) Production of Evidence of Authority to Vote - The chair of any general meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

5.3 Revocation of Vote Authority

- (a) Revocation in Writing - Subject to Section 5.3(b), any Authorized Representative may have their voting authority revoked by an instrument in writing that is:
 - (i) Received at the registered office of Water Polo West at any time up to and including the last business day before the day set for the holding of the general meeting at which the Authorized Representative was appointed; or
 - (ii) Provided to the chair of the general meeting at the start of the meeting.
- (b) Revocation Must Be Signed - An instrument referred to in Section 5.3(a) must be signed by the President of the Voting Member or their designate duly authorized in writing.

Section 6 - Directors

6.1 Authority of Directors

- (a) Powers and Function of Directors - Subject to the *Societies Act* and these Bylaws, the Board shall oversee and supervise the management of Water Polo West's activities and internal affairs.
- (b) Appointment of Attorney - The Board exclusively may from time to time, by power of attorney or other instrument, appoint any person to be the attorney of Water Polo West for such purposes, and with such powers, authorities and discretions and for such period, and with such remuneration and subject to such conditions as the Board may think fit.
- (c) Validity of Acts of Directors - An act of a Director or of Water Polo West is not invalid merely because:
 - (i) A defect in the Director's designation, election or appointment or in the qualifications of that Director;

- (ii) Fewer than the required number of Directors have been designated, elected or appointed;
 - (iii) The residency requirements, if any, for the Directors have not been met, or
 - (iv) The majority of the Directors, contrary to the *Societies Act*, receive or are entitled to receive remuneration from Water Polo West under contracts of employment or contracts for service.
- (d) Directors' Acts Not Invalidated - No Members' resolution invalidates a prior act of the Directors that would have been valid if that resolution had not been made.
- (e) Remaining Directors Power to Act - The Directors may act notwithstanding any vacancy in the Board, but if Water Polo West has fewer Directors in office than the minimum number of Directors set pursuant to these Bylaws, the Directors may only act for the purpose of appointing Directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board.

6.2 Board Composition

- (a) Definitions - For the purposes of this Section 6.2, Affiliated or Affiliation with a Member of Water Polo West means:
- (i) A member, director, senior manager or employee of any Member of Water Polo West in the past two years;
 - (ii) An Athlete, coach or manager at any level, and for any number of hours per week, for any Club, group, organization or team associated with any Member of Water Polo West in the past two years;
 - (iii) A person with a material interest in any Member of Water Polo West or any person, Club, group, organization or team whose interests might conflict with the interests of Water Polo West; or
 - (iv) The parent, stepparent, guardian, child, stepchild, sibling, stepsibling, spouse or common-law partner of any of the persons described in Section 6.2(a)(i) to (iii).
- (b) Board Diversity - To the extent it is reasonably practical with available volunteers, Board composition will reflect diversity of personal and

professional perspectives, including diversity in gender, age, region, ethnicity, expertise, game variants, and levels of Water Polo.

- (c) Board Expertise - To the extent that it is reasonably practical, the Board of Directors will hold qualifications, expertise, and/or high-level experience in one or more of the following areas:
- Organizational leadership;
 - Canadian and/or British Columbia law;
 - Education;
 - Sport administration;
 - Not-for-profit organizations;
 - Finance and accounting;
 - Risk management and/or insurance;
 - Marketing, public relations and/or communications; and
 - Sponsorship and/or fundraising.
- (d) Board Independence - No more than one-third of the Board may be Affiliated with any one Member of Water Polo West. Affiliated Directors may declare Affiliation with more than one Member, each such Affiliation counting toward the one-third Board Affiliation threshold for each such Member.
- (e) Affiliated Directors must disclose their Affiliation to the Board prior to their appointment or election as a Director. Members must be reasonably notified of any Director Affiliation prior to the appointment and or election of an Affiliated Director.
- (f) No more than two-thirds of the Board may be Affiliated with any Members of Water Polo West.
- (g) Any Director found to have an undisclosed Affiliation with any Member of Water Polo West as defined in Section 6.2(a) of these Bylaws shall be disqualified as a Director and removed from the Board.
- (h) Number of Directors - The Voting Members may, by ordinary resolution from time to time, determine the number of Directors, but there shall be no fewer than 3 and no greater than 7 Directors.
- (i) Term Limits for Directors – A Director may serve no more than two consecutive two-year terms, unless otherwise approved by special resolution. Directors are not eligible to serve on the Board for 4 years after serving two consecutive two-year terms on the Board.
- (j) Individuals not Qualified to be Directors - An individual is not qualified to be a Water Polo West Director if the individual is:

- (i) Less than 18 years of age;
 - (ii) Found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - (iii) Bankrupt; or
 - (iv) Convicted inside or outside of British Columbia, of an offence in connection with the promotion, formation, or management of a corporation, society or unincorporated entity, or of an offence involving fraud, unless:
 - The court orders otherwise,
 - 5 years have elapsed since the last to occur of: the expiration of the period set for suspension of the passing of sentence without a sentence having been passed, the imposition of a fine; the conclusion of the term of any imprisonment; and the conclusion of the term of any probation imposed, or
 - A pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
 - (v) Convicted inside or outside of British Columbia, of an offence in connection with assault or other violent crimes, sexual assault or misconduct of any kind, child pornography or any crimes involving minors, unless:
 - The court orders otherwise,
 - 5 years have elapsed since the last to occur of: the expiration of the period set for suspension of the passing of sentence without a sentence having been passed, the imposition of a fine; the conclusion of the term of any imprisonment; and the conclusion of the term of any probation imposed, or
 - A pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
- (k) Director not Qualified Must Resign - A Director who is not, or who

ceases to be, qualified to be a Director must promptly resign.

- (l) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office or by reason of the composition of the Board not being in compliance with its Board composition guidelines.
- (m) Role of President – The Members shall elect a Director to serve as President of Water Polo West for a two-year term at an Annual General Meeting. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. In addition, the President is responsible for doing, or making the necessary arrangements for, the following:
 - When present, presiding at all general meetings, and any meetings of the Board;
 - Signing all instruments which require the President's signature in accordance with these Bylaws or otherwise;
 - Representing Water Polo West at public or official functions; and
 - Having such other powers and duties as may from time to time be assigned to the President by the Board.
- (n) Term Limit for President – A President may serve no more than two consecutive two-year terms, unless otherwise approved by special resolution.
- (o) Role of Treasurer – The Board shall elect from among itself, a Director to serve as Treasurer of Water Polo West for a one-year term following each Annual General Meeting. The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - Receiving and banking monies collected from the members or other sources;
 - Keeping accounting records in respect of the Society's financial transactions;
 - Preparing the Society's financial statements;
 - Making the Society's filings respecting taxes.
- (p) Role of Secretary – The Board shall elect from among itself, a Director to serve as Secretary of Water Polo West for a one-year term following each Annual General Meeting. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
 - Issuing notices of general meetings and Directors' meetings;

- Taking minutes of general meetings and Directors' meetings;
- Keeping the records of the Society in accordance with the Act;
- Conducting the correspondence of the Board;
- Filing the annual report of the Society and making any other filings with the registrar under the Act.

6.3 **Nominating Directors**

- (a) Any person may be nominated for election as President or Director provided they are nominated in writing signed by the nominating Voting Member that:
 - (i) Contains the full name, address, and occupation of the nominee, a brief description of the qualifications and reason(s) of the nominee running for the position of Director, and a disclosure of any real or reasonably perceived direct or indirect material interests the nominee may have which could conflict with the interests of Water Polo West; and
 - (ii) Is received at the registered office of Water Polo West not less than 28 days before the general meeting at which the election is to take place.
- (b) The Board shall solicit a call for nominations from the Members not less than 56 days prior to a general meeting at which an election of Directors is to take place.

6.4 **Electing Directors**

- (a) Election and Term of Directors - At each annual general meeting, Voting Members of Water Polo West shall elect or appoint the Directors to replace those Directors whose terms expire as of the date of such meeting or to fill any casual vacancies on the Board. Each Director shall be elected to hold office for two years, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election. To the extent that it is practical, the terms of office for the respective Directors shall be staggered so that one-half of the number of Directors are elected each year.
- (b) Consent to be a Director - No designation, election or appointment of an individual as a Director is valid unless:
 - (i) That individual consents to be a Director in writing; or

- (ii) The designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.
- (c) Election Process - An election may be by acclamation or simple majority voted by a show of hand, or by ballot.
- (d) Election of President – At every annual general meeting following the expiry of the President's term, the Members shall elect the President prior to electing any other Directors to the Board. Persons who are nominated and not elected as President at an annual general meeting are eligible to be elected as a Director at that annual general meeting.

6.5 Appointing Interim Directors

- (a) Directors May Fill Casual Vacancies - The Board may, at any time, by simple majority vote of the Directors appoint an individual qualified to be a Director 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 such Director's term of office. A Director appointed by the Board to fill a vacancy ceases to be a Director at the next annual general meeting.
- (b) Interim Directors - Between successive annual general meetings, the Board has the authority to appoint one or more additional Interim Directors by a simple majority vote of the Directors, provided that such Interim Director meets the requirements in Section 6.2 of these Bylaws. Any Interim Director so appointed shall hold office only until the following Water Polo West annual general meeting, but shall be eligible for election at such meeting and, so long as the person is an additional Director, the number of Directors may be increased accordingly.
- (c) Number of Interim Directors - The number of Interim Directors shall not be more than one-third of the number of Elected Directors (including as an Elected Director any Director appointed to fill a casual vacancy created upon the death, resignation or incapacity of an Elected Director).
- (d) Failure to Re-Elect - Where Water Polo West fails to hold an annual general meeting in accordance with the *Societies Act*, the Directors then in office will be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held pursuant to these Bylaws and they may hold office until other Directors are appointed or elected or until the day on which the next

annual general meeting is held.

- (e) Insufficient Number of Directors - If, at any annual general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, some retiring Directors may be asked, if willing, to continue in office until further new Directors are elected at a general meeting specially convened for that purpose or at the annual general meeting in the next or some subsequent year. If the Board or Members have determined to reduce the number of Directors, this consideration may not apply.

6.6 Duties of Directors

- (a) Duties of Directors - A Director of Water Polo West must, when exercising the powers and performing the functions of a Director, act with a view to the purposes of Water Polo West and must:
 - (i) Act honestly and in good faith with a view to the best interests of Water Polo West;
 - (ii) Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (iii) Act in accordance with any codes of conduct adopted by the Board;
 - (iv) Act in accordance with the *Societies Act*; and
 - (v) Subject to Sections 6.6(a)(i) to (iv), act in accordance with these Bylaws.
- (b) Employment of Directors - Directors shall not receive or be entitled to receive remuneration from Water Polo West under contracts of employment or contracts for service.
- (c) Remuneration and Reimbursement of Directors – Water Polo West shall not pay a Director remuneration for being a Director. Water Polo West may reimburse a Director for out-of-pocket expenses reasonably incurred by the Director in performing the duties of a Director.

Delegation By Directors - For greater certainty, the powers of the Board under Section 6.1 may be exercised by a Director, senior manager, Committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.

6.7 Termination of Directorship

- (a) Ceasing to be a Director - A Director ceases to be a Director when:
- (i) The Director's term of office expires;
 - (ii) The Director dies, resigns or becomes incapacitated;
 - (iii) The Director is removed from office pursuant to Section 6.7(c); or
 - (iv) The Director otherwise ceases to hold office in accordance with these Bylaws.
- (b) Resignation of Directors - A Director who intends to resign must give the resignation to Water Polo West in writing, and the resignation takes effect on either of the following at the discretion of the Board:
- (i) The receipt by Water Polo West of the written resignation; or
 - (ii) If the written resignation states that the resignation is to take effect on a specified date, time, or on the occurrence of a specified event:
 - If a date is specified, the beginning of the day on the specified date;
 - If a date and time are specified, that date and time; or
 - If an event is specified, the occurrence of that event.
- (c) Removal of Director - A Water Polo West Director may be removed from office by special resolution. In that event, the Voting Members may elect, or appoint by ordinary resolution, an individual as Director to fill the resulting vacancy. If the Members do not elect or appoint a Director to fill the resulting vacancy contemporaneously with the removal, then the Directors may appoint or the Members may elect, or appoint by ordinary resolution, a Director to fill that vacancy. An individual elected or appointed pursuant to this Section 6.7(c) shall serve as Director for the balance of the term of the removed Director.
- (d) Director Expulsion for Many Missed Meetings - The Directors may expel a Director from the Board who is absent without reasonable excuse from three successive meetings of the Directors.

Section 7 - Proceedings at Directors' Meetings

7.1 Board Meetings

- (a) Board Meetings - The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held at the place, at the time and on the notice, if any, that the Board may by resolution from time to time determine.
- (b) Chair of Meetings - Meetings of the Board will be chaired by:
 - (i) The President; or
 - (ii) In the absence of the President, any other Director chosen by the Directors if:
 - The President is not present at the meeting within 15 minutes after the time set for holding the meeting;
 - The President is not willing to chair the meeting; or
 - The President has advised any Director, that they will not be present at the meeting.
- (c) Board Meetings by Telephone or Other Communications Medium - A Director may participate in a meeting of the Board in person or by telephone or other communications medium if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A Director who participates in a meeting in this manner is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.
- (d) Calling of Meetings - A Director may call a Board meeting at any time.
- (e) Notice of Meetings - Other than for meetings held at regular intervals as determined by the Board pursuant to Section 7.1(a), reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the Directors.
- (f) When Notice Not Required - It is not necessary to give notice of a meeting of the Board to a Director if:

- (i) The meeting is to be held immediately following a general meeting at which that Director was elected or appointed or is the Board meeting at which that Director is appointed; or
 - (ii) The Director has waived notice of the meeting.
- (g) Meeting Valid Despite Failure to Give Notice - The accidental omission to give notice of any Board meeting to any Director, or the non-receipt of any notice by any Director, does not invalidate any proceedings at that meeting.
- (h) Waiver of Notice of Meetings - A Director may, in any manner, waive that Director's entitlement to notice of a Board meeting or may agree to reduce the period of that notice. Attendance of a Director at a Board meeting is a waiver of that Director's entitlement to notice of the Board meeting unless that Director attends the Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board meeting is not lawfully called.
- (i) Quorum - The quorum necessary for the transaction of the business of the Board may be set by the Board and, if not so set, is deemed to be set at a majority of the Directors then in office.
- (j) Meeting Minutes - In the absence of the Secretary from a meeting, the Board must appoint another individual to record the minutes of the meeting. The Board shall use its best efforts to record, store and make available a synopsis of the proceedings at Board meetings to the Members in such a manner or format as may be approved by the Board from time to time.

7.2 **Board Voting**

- (a) Voting at Meetings - Questions arising at any Board meeting are to be decided by a majority of votes. If present, the President has a second or casting vote in the case of an equality of votes. The chair of the meeting does not have a second or casting vote if the chair is not the President.
- (b) No Seconder Required - No motion proposed at a Board meeting need be seconded unless the chair of the meeting rules otherwise.
- (c) Written Resolutions - A resolution in writing, signed by all the Directors is as valid and effective as if regularly passed at a meeting of Directors.

7.3 **Board Committees**

- (a) **Appointment and Powers of Executive Committee** - The Board may, by resolution, appoint an Executive Committee consisting of such Director or Directors and/or executives or members of management that the Board considers appropriate, and this committee has, during the intervals between meetings of the Board, all of the Directors' powers, except:
- (i) The power to fill vacancies on the Board;
 - (ii) The power to change the membership of, or fill vacancies in, any Board Committee; and
 - (iii) Such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.
- (b) **Appointment and Powers of Other Board Committees** - The Board may, by resolution:
- (i) Appoint one or more Board Committees (other than the Executive Committee) consisting of such Director or Directors, or any other individuals that the Board considers appropriate;
 - (ii) Appoint the Chair of each Board Committee;
 - (iii) Delegate to a Board Committee appointed under Section 7.3(b)(i) any of the Directors' powers, except:
 - The power to fill vacancies on the Board;
 - The power to change the membership of, or fill vacancies in, any Board Committee, and
 - The power to appoint or remove senior managers appointed by the Board; and,
 - (iv) Make any delegation referred to in Section 7.3(b)(iii) subject to the conditions set out in the resolution.
- (c) **Obligations of Board Committee** - Any Board Committee appointed under Section 7.3(a) or (b), in the exercise of the powers delegated to it, must:

- (i) Conform to any rules that may from time to time be imposed on it by the Board; and
 - (ii) Report every act or thing done in exercise of those powers as the Board may require.
- (d) Powers of Board - All Board Committees are advisory committees and, notwithstanding any powers that the Board may delegate to a Board Committee, the Board always retains overall responsibility and authority for the affairs of Water Polo West. The Board may, at any time, with respect to a Board Committee appointed under Sections 7.3(a) or (b):
- (i) Revoke or alter the authority given to a Board Committee, or override a decision made by a Board Committee, except that the revocation or alteration of a Board Committee's authority does not invalidate a prior act of that Board Committee that would have been valid if the revocation or alteration had not occurred;
 - (ii) Terminate the appointment of, or change the membership of, a Board Committee; and
 - (iii) Fill vacancies on a Board Committee.
- (e) Board Committee Meetings - Subject to Section 7.3(c)(i), and unless the Board otherwise provides in a resolution, with respect to a Board Committee appointed under Section 7.3(a) or (b):
- (i) The Board Committee may meet and adjourn as it thinks proper;
 - (ii) If, at any meeting, the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the Board Committee may choose one of their number to chair the meeting;
 - (iii) A majority of the members of a Board Committee constitute a quorum of the Board Committee; and
 - (iv) Questions arising at any meeting of the Board Committee are determined by a majority of votes of the members of the Board Committee present. If present, the Chair of the Board Committee has a second or casting vote in the case of an equality of votes. The chair of the meeting does not have a second or casting vote if the meeting is not chaired by the Chair of the Board Committee.

- (f) Committee Meetings by Telephone or Other Communications Medium - A Director or individual may participate in a Board Committee meeting in person, by telephone, or other communications medium if all participants in the meeting, whether in person, by telephone, or by other communications medium, are able to communicate with each other. A Director or individual who participates in a meeting in this manner is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.
- (g) Board Committee Resolutions - A resolution in writing, signed by all of the members of a Board Committee, is as valid and effective as if regularly passed at a meeting of a Committee.
- (h) Meeting Minutes - An individual will be designated for all Board Committees to record the minutes of the Board Committee meeting.

Section 8 – Senior Managers

8.1 Appointment of Senior Managers

- (a) Subject to the *Societies Act*, the Board may from time to time:
 - (i) delegate authority and power to manage Water Polo West's activities and affairs to senior managers;
 - (ii) specify the rights, responsibilities, duties and powers of senior managers; and
 - (iii) vary, add to, revoke or limit any such rights, responsibilities, duties and powers of senior managers.
- (b) The duties of Directors set forth in Section 6.6(a) apply in relation to a senior manager as if the senior manager were a Water Polo West Director.

8.2 Termination of Senior Managers

- (a) All appointments of senior managers are to be made on the terms and conditions that the Board thinks fit. Each senior manager shall serve at the pleasure of the Board and shall hold office until the earlier of:
 - (i) Being removed by the Board;
 - (ii) A successor being appointed by the Board;

- (iii) The senior manager's resignation, death or incapacity; or
 - (iv) No longer being qualified in accordance with the requirements of Section 6.2(j) of these Bylaws;
- (b) Such removal shall be without prejudice to any contractual rights, or rights under law, of the senior manager.

Section 9 - Disclosure of Interest by Directors and Senior Managers

9.1 Definitions

For the purposes of this Section 9:

- (a) **Disclosable Interest** - means any direct or indirect material interest in a Matter, whether actual, contingent, potential, or reasonably perceived; and
- (b) **Matter** - means:
 - (i) A contract or transaction, or a proposed contract or transaction, of Water Polo West; or
 - (ii) A matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a right, privilege, duty or interest that materially conflicts with that Director's or senior manager's duties or responsibilities as a Director or senior manager of Water Polo West, but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
 - Reimbursement of a Director by Water Polo West for the Director's expenses;
 - Indemnification of or payment to a Director under Section 10.2;
 - The purchase or maintenance of insurance under Section 10.3 for the benefit of a Director.

9.2 Disclosure of Interest and Conduct by Director

A Director who has a Disclosable Interest in a Matter must:

- (a) Disclose fully and promptly to the other Directors the nature and extent of the Disclosable Interest;
- (b) Abstain from voting on a Board resolution or, other than for purposes of being counted in the quorum, abstain from consenting to a consent resolution of the Board in respect of the Matter;
- (c) Leave the Board meeting, if any, when the Matter is discussed, unless asked by the other Directors to be present to provide information, and when the other Directors vote on the Matter; and
- (d) Refrain from any action intended to influence the discussion or vote by the other Directors.
- (e) Each Director will complete a statement of Disclosable Interests annually at the start of each calendar year, such statement to be made available for review by the Members with the Society's other records.

9.3 Disclosure of Interest and Conduct by Senior Manager

A senior manager who has a Disclosable Interest in a Matter must:

- (a) Disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) If the Matter is to be the discussed at a Board meeting at which the senior manager is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by the Board to be present to provide information, and leave when the Board votes on the Matter; and
- (c) Refrain from any action intended to influence the discussion or vote by the Board.

9.4 Evidence of Disclosure

A disclosure under Sections 9.2 or 9.3 must be evidenced in at least one of the following records:

- (a) The minutes of a Board meeting;
- (b) A consent resolution by the Board; or
- (c) A record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered

office of Water Polo West.

9.5 **Exceptions**

If all of the Directors have disclosed a Disclosable Interest in a Matter, any or all of the Directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 9.2(c) and (d) do not apply.

9.6 **Obligation to Account for Profits**

A Director or senior manager who has a Disclosable Interest must pay to Water Polo West an amount equal to any profit made by the Director or senior manager as a consequence of Water Polo West entering into or performing a contract or transaction unless:

- (a) The Director or senior manager discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 9.2 or 9.3 as applicable, and, after the disclosure, the contract is approved by a resolution of the Board; or
- (b) The contract or transaction is approved by a special resolution after the nature and extent of the Director's or senior manager's interest in the contract or transaction has been fully disclosed to the Members.

9.7 **Validity of Contracts**

Subject to the *Societies Act*, the fact that a Director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that Water Polo West has entered into, or proposes to enter into, does not make the contract or transaction void.

Section 10 - Indemnification and Insurance

10.1 **Definitions**

- (a) **Eligible Party** - means a current or former Director or senior manager of Water Polo West or an individual who holds or held an equivalent position in a Water Polo West subsidiary.
- (b) **Eligible Proceeding** - means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed,

in which an Eligible Party or a Representative by reason of such Eligible Party holding or having held a position of current or former Director or senior manager of Water Polo West or an equivalent position in a subsidiary of Water Polo West.

- (c) **Expense** - includes costs, charges and expenses, including legal and other fees, but does not include Penalties.
- (d) **Penalty** - means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.
- (e) **Representative** - means an heir, or personal or other legal representative, of an Eligible Party.

10.2 Indemnification

- (a) Indemnification - Subject to the provisions of the *Societies Act* and Section 10.3, Water Polo West may, and in the case of Section 10.2(a)(iii), shall:
 - (i) Indemnify an Eligible Party or a Representative against all penalties to which the Eligible Party or the Representative is or may be liable in respect of an Eligible Proceeding;
 - (ii) Pay the expenses actually incurred by an Eligible Party or a Representative in respect of an Eligible Proceeding:
 - After the final disposition of such proceeding; or
 - As they are incurred in advance of the final disposition of an Eligible Proceeding provided that Water Polo West has first received from such Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the *Societies Act* or Section 10.3, the Eligible Party or the Representative will repay the amounts advanced;
 - (iii) Pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done.

- (b) Indemnification Prohibited - Subject to the provisions of the *Societies Act*, Water Polo West shall not indemnify or pay the expenses of an Eligible Party or a Representative in respect of an Eligible Proceeding if:
- (i) The Eligible Party did not act honestly and in good faith with a view to the best interests of Water Polo West or a subsidiary of Water Polo West, as the case may be;
 - (ii) The Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that their conduct, in respect of which the Eligible Proceeding was brought, was lawful; or
 - (iii) Such Eligible Proceeding is brought by or on behalf of Water Polo West or a subsidiary of Water Polo West unless the Supreme Court of British Columbia, on the application of Water Polo West, approve the indemnification or payment of expenses.

10.3 Insurance

Water Polo West may purchase and maintain insurance for the benefit of an Eligible Party or a representative of such Eligible Party against any liability that may be incurred by reason of the Eligible Party being or having been a Director or senior manager of Water Polo West or holding or having held an equivalent position in a subsidiary of Water Polo West.

Section 11 - Auditor

11.1 Appointment of Auditor

- (a) Appointment - An auditor may be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, the auditor in office continues as auditor until a successor is appointed.
- (b) Remuneration of Auditors - The remuneration of the auditor shall be such amounts as may be approved by the Board.
- (c) Vacancy - If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 11.2, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

11.2 Removal of Auditor

- (a) Removal – Water Polo West may, by ordinary resolution at a general meeting called for that purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.
- (b) Notice to Auditor Proposed to be Removed - Before calling a general meeting for the purpose of removing an auditor, Water Polo West must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the Members in connection with the meeting. Water Polo West must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to Water Polo West written representations respecting the auditor's proposed removal as auditor, and, if Water Polo West receives those written representations at least 7 days before the date on which the notice of the meeting is sent, Water Polo West must send a copy of those representations with the notice of the meeting.

11.3 Qualification and Duties of Auditor

- (a) Qualified and Independent - A person appointed as auditor of Water Polo West shall be qualified to act as an auditor and be independent of Water Polo West within the meaning of the *Societies Act*.
- (b) Auditor to Attend General Meetings - The auditor of Water Polo West is entitled, in respect of a general meeting, to receive each notice and other communication relating to the meeting to which a Member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of Water Polo West or any other matter with respect to which the auditor has a duty or function. A Member may, by written notice received by Water Polo West at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of Water Polo West are to be considered, or the auditor is to be appointed or removed. If Water Polo West receives such written notice from a Member, Water Polo West must promptly inform the auditor, the auditor must attend the general meeting and Water Polo West must pay the expenses of that attendance.

Section 12 - Investments, Borrowing, Distributions, and Disposal of Undertaking**12.1 Investments**

Water Polo West may invest its funds only in an investment or investments in which a prudent investor might invest.

12.2 Borrowing

Water Polo West may from time to time, if authorized by the Board:

- (a) Borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) Issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of Water Polo West at any time, to any person and for any consideration that the Board may determine.
- (c) Guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) Mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of Water Polo West.

12.3 Restrictions on Distributions

Water Polo West must not distribute any of its money or other property other than:

- (a) For full and valuable consideration;
- (b) In furtherance of the purposes of Water Polo West; and
- (c) To a qualified recipient; or
- (d) For a distribution required or authorized by the *Societies Act*.

12.4 Disposal of Undertaking

Water Polo West must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless Water Polo West has been authorized to do so by

special resolution.

Section 13 - Notices, Access to Records, and Signatories

13.1 Notices

- (a) Method of Giving Notice - Unless the *Societies Act* or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the *Societies Act* or these Bylaws to be sent to a Member, Director, senior manager, auditor or other person may be sent by any of the following methods:
- (i) By mail:
 - For a record mailed to a Member, Director or senior manager to that person's registered address; and
 - In any other case, the intended recipient's most recent mailing address known to the sender;
 - (ii) By delivery:
 - For a record delivered to a Member, Director or senior manager at that person's registered address;
 - For a record delivered to Water Polo West at the delivery address of its registered office, by leaving the record in a mail box or mail slot for that delivery address; and
 - In any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mail box or mail slot for the address at which the person carries on activities or business; or
 - (iii) If the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.
- (b) Deemed Receipt - A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 13.1(a)(i) is deemed to be received by the person to whom it was mailed on the beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in

Section 13.1(a)(ii) is deemed to be received by the person to whom it was delivered on the beginning of the next day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the next day after the record is emailed or faxed to that email address or fax number.

- (c) Certificate of Sending - A certificate signed by a senior manager of Water Polo West stating that a record was sent as required by Section 13.1(a) is conclusive evidence of the fact.

13.2 Access to Records

- (a) Members Entitled to Records - A Member in good standing is entitled to receive, without charge, one copy of the current Water Polo West Constitution and Bylaws and the most recent financial statements of Water Polo West.
- (b) No Access to Board Documents - A Member is not entitled to inspect, or receive copies of, the minutes of Board meetings, Board consent resolutions (including in camera meeting minutes) and the accounting records of Water Polo West (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a Director's or senior manager's interest in the Board minutes or consent resolutions in accordance with Section 9.4 or the *Societies Act*.

13.3 Signatories

- (a) Signatures - Except for documents executed in the usual and ordinary course of Water Polo West activities, which may be signed by any senior manager or employee of Water Polo West acting within the scope of their authority, the following are the only persons authorized to sign any document on behalf of Water Polo West:
 - (i) The President, together with any other Director;
 - (ii) If the President is unable to provide a signature, by any other two Directors; or
 - (iii) Any individual appointed by resolution of the Board to sign the specific document, or that type of document or documents generally on behalf of Water Polo West.

- (b) Facsimile Signatures - The signature of any individual authorized to sign on behalf of Water Polo West may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

Section 14 - Discipline

14.1 Board Authority on Discipline

- (a) The Board of Directors shall have the responsibility and authority to discipline, for any infringement or violation of the Laws of Water Polo, the BC *Societies Act*, the Constitution, these Bylaws, the rules or policies of Water Polo West or any other conduct which in the opinion of the Board is prejudicial to Water Polo or Water Polo West:
 - (i) Any Member;
 - (ii) Any Director, senior manager, or employee of Water Polo West;
 - (iii) Any player, volunteer, referee, scorekeeper, judge, coach, manager, club member, executive, and visiting member of a Water Polo Club, group, organization or team, in respect of activities under the jurisdiction of Water Polo West; or
 - (iv) Any individual in attendance at any competition or event organized, owned or sanctioned by Water Polo West.
- (b) The Board of Directors may delegate discipline authority, other than the authority to expel a Member from membership in Water Polo West, to the Discipline Committee and will set the Charter of the Discipline Committee.
- (c) The Board will appoint the Chair of the Discipline Committee.
- (d) No Member shall participate or permit its members to participate in Water Polo activities with any person, group or organization which has been expelled from membership in Water Polo West, is under suspension, or acts contrary to and in violation of any disciplinary penalty imposed hereunder.

Section 15 - Bylaws and Rules**15.1 Bylaw Authority**

- (a) Water Polo West shall from time to time maintain a current online copy of the Constitution and Bylaws of Water Polo West that is accessible by members.
- (b) These Bylaws shall not be altered or added to except by special resolution.
- (c) All amendments to Water Polo West Bylaws must be compliant with the *Societies Act*.

15.2 Rules of Procedure

- (a) The Board may make rules and policies, from time to time, to direct the conduct of the business and affairs of Water Polo West, including the procedures to be followed by Committees.

Section 16 - Miscellaneous**16.1 Affiliations**

Water Polo West has the power and authority to belong to other societies or associations, whether or not incorporated, with purposes similar, complementary or beneficial to Water Polo West and without limiting the generality of the foregoing, Water Polo West may be affiliated with Water Polo Canada and FINA.

16.2 Winding up or Dissolution of Water Polo West

Upon the winding up or upon dissolution of Water Polo West, the assets which remain after payment of all costs, charges and expenses which are properly incurred in winding up shall be distributed to a qualified recipient as defined under the *Societies Act* as may be determined by an ordinary resolution of the Voting Members at the time of winding up or dissolution.

16.3 Charitable Purpose

The business of Water Polo West shall be conducted without purpose of monetary gain for its Members and any profit which may accrue shall be used for promoting the purposes set out in Water Polo West's Constitution.

APPENDIX "A"
WATER POLO WEST ASSN.
VOTING AUTHORIZATION FORM

1. Name of Club or Other Organization that is the Voting Member

2. Name of authorized director or officer of Voting Member executing this form

3. Title of authorized director or officer of Voting Member executing this form

Please provide the name of the person who has been appointed as the Authorized Representative for you as a Voting Member and who is authorized to attend and vote on your behalf at the Water Polo West general meeting to be held on **[day, month, location]**.

Full Name: _____

Email: _____

Phone: _____

Please provide the name of an alternate delegate attending the meeting who, should the Authorized Representative listed above fail to attend, is authorized to represent the Voting Member and vote on your behalf at the meeting.

A. Full Name: _____

B. Email: _____

C. Phone: _____

Date

Signature of director or officer of Voting Member