

**K-W WATER POLO CLUB
CONSTITUTION AS AMENDED September 30, 2024**

Article I – Name

The name of the Club shall be "K-W WATER POLO CLUB", hereinafter called the "Club".

Article II – Objects

The objects of the Club as set out in its Letters Patent issued by the Ministry Of Consumer And Commercial Relations for the Province of Ontario on 05 May 1989 are said to be and are the establishment and operation of a water polo club for the purposes of:

- a) arranging matches and competitions and establishing and granting prizes, awards and distinctions;
- b) arranging for instruction of water polo skills;
- c) promoting water polo;
- d) and for such other complementary purposes not inconsistent with these objects.

Article III – Restrictions

The Club shall be carried on without the purpose of gain for its members and any profits or other accretions to the Club shall be used in promoting its objects. The Club shall not maintain a clubhouse or similar premises.

Article IV – Affiliation

The Club may affiliate with any other supporter of water polo provided such supporter resides in the Province of Ontario or in the Dominion of Canada. The Club may pay reasonable dues for the benefits of such affiliation.

Article V – Membership

Membership in the Club shall be open to any person interested in the development and promotion of water polo who is willing to fulfill the duties of membership set forth in the Constitution and By-Laws of the Club.

Article VI – Organization

The establishment and direction of the general policies of the Club shall be committed to its Board of Directors.

Article VII - Annual Meeting

The annual meeting of the Club shall be held once each fiscal year at a time and on a date so designated by the Board of Directors. A written notice of the agenda and a request for motions shall be sent out to all registered members at least fourteen days prior to the announced meeting date. Notice can be sent out via email, mail, telephone, or other means but must be sent direct to the contact information provided by the member at registration, and which aligns with the communication method chosen. The failure of any member to receive notice shall not invalidate the proceedings of the annual meeting.

K-W WATER POLO CLUB
BY-LAWS AS AMENDED September 30, 2024

BY-LAW 1:

The purpose of these By-Laws is to provide guidelines for the operation and conduct of the club and its business.

BY-LAW 2:

The Board of Directors of the Club shall consist of no more than fourteen and no fewer than six persons, one of whom is ex-officio the Immediate Past President of the club.

BY-LAW 3:

Head Office:

The head office of the Club shall be at the City of Kitchener or at the City of Waterloo and at such place therein as the Board of Directors may from time to time determine appropriate.

Seal:

The Club shall not hold a seal. The President and Treasurer of the Club jointly and severally have the authority to bind it in its business affairs. The Vice President would represent the club in the absence, inability or refusal of the President to act.

Board of Directors:

The affairs of the Club shall be managed by the Board of Directors, each of whom shall be at the time of election or within ten days thereafter, a member of the Club. The said Directors shall be elected for a term of one year. A Director whose term has expired shall be eligible for re-election. The election may be made by a show of hands unless a poll or a ballot be demanded by any member at the annual meeting. The members of the Club may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which fourteen days notice specifying the intention to pass such resolution has been communicated to the members, remove any Director for the remainder of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the place and stead of such Director for the unexpired remaining period of their term.

The office of a Director of the Club shall be vacated if such Director:

- a) becomes bankrupt or is declared insolvent;
- b) becomes of unsound mind;
- c) resigns office by notice in writing to the Club;
- d) ceases to be a member of the Club;
- e) has been absent, without being excused by resolution of the Board of Directors, from three consecutive meetings of the Board of Directors.

Vacancies on the Board of Directors:

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board of Directors from among the members of the Club, if the

Board of Directors shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the Club. If there does not remain a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the members to fill the vacancy.

Quorum and meeting requirements of the Board of Directors:

Fifty percent of the active Directors not including the Immediate Past President of the Club, shall form a quorum for the transaction of business. The Board of Directors may hold its meetings in person, online or at any such place or places as it may, from time to time, determine. No formal notice of any such meeting of the Board of Directors shall be necessary if all the Directors be present or if those absent have signified their consent to the meeting held in their absence.

Meetings of the Board of Directors may be formally called by the President, the Vice President, by any two Directors or by the Secretary on the direction of any of the foregoing. Notice of such meeting shall be delivered, via email or other direct communications to each Director at least five days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings, no notice need be sent. A meeting of the Board of Directors may also be held without notice immediately following the annual meeting of the Club. The Board of Directors may consider or transact any business, whether special or general, at any meeting of the Board of Directors.

Errors in Notice of a meeting of the Board of Directors:

No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Voting by the Board of Directors:

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Powers of the Board of Directors:

The Board of Directors shall have full power with respect to all affairs of the Club and no by-law or resolution passed or enacted by the Board of Directors or any other action taken by the Board of Directors requires confirmation or ratification by the members of the Club in order to become valid or bind the Club.

Remuneration of the Board of Directors:

The Directors shall receive no remuneration for acting as such, but shall be entitled to indemnity for any expenses incurred by them upon reasonable proof of such expense.

Committees:

The Board of Directors may appoint such committees as it, from time to time, may consider advisable. The membership on such committees is not limited to members of the Club and all members of all committees hold office at the pleasure of the Board of Directors. No committee shall have the power to act for or on behalf of the Club or otherwise commit or bind the Club to any course of action. The committee shall only have the power to make recommendations to the Board of Directors or to the members of the Club as the Board of Directors may from time to time direct. The Chair of any committee constituted by the Board of Directors shall submit to the Board of Directors such reports as the Board of Directors may, from time to time, request.

Officers of the Corporation:

There shall be at minimum:

President
Vice President
Secretary
Treasurer
Registrar
Communications

and such other Officers as the Board of Directors may determine to be necessary from time to time. No person may hold more than one office except in extraordinary circumstances and upon the votes of at least five of the voting Directors. All of the Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after each election of Directors. Provided that in default of such election the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected.

Duties and Responsibilities of the Officers of the Club:

Duties and responsibilities may change over time, with the latest version of the duties and responsibilities stored with The Club's documentation and be shared with any member on request to a member of the Board. Updated duties and responsibilities will be approved by the Board of Directors.

Books and Records:

The Board of Directors shall see that all necessary books and records of the Club required by the By-laws of the Club or by any applicable statute or law are regularly and properly kept.

Members:

There shall be five classes of members of the Club as follows:

Playing Members
Life Members
Executive Members
Honorary Members
Associate Members

Admission of members:

Members shall be admitted upon the payment of such dues and fees and for such periods of time, annual or otherwise, as may be decided by the Board of Directors from time to time and shall have rights and privileges as follows:

- a) Playing Members are those admitted by the Board of Directors as water polo players or potential water polo players. Any Playing Member under the age of eighteen years shall not have the right to vote at any meeting of the Members of Club but the parent or legal guardian of that playing member under the age of eighteen years shall have a derivative vote providing that such parent or legal guardian is the first and only one to cast that derivative vote.
- b) Life Members are those admitted as such by the Board of Directors and are entitled to vote at any meeting of the Members of the Club;
- c) Executive Members are those admitted as such by the Board of Directors and shall be entitled to vote at any meeting of the Members of the Club;
- d) Honorary Members are those admitted as such by the Board of Directors and shall be entitled to vote at any meeting of the Members of the Club;
- e) Associate Members are those admitted as such by the Board of Directors and shall be entitled to vote at any meeting of the Members of the Club.

Termination of membership:

Any Membership shall cease at the discretion of the Board of Directors if any of the following occurs:

- a) a Member is in arrears for more than thirty days in respect of dues or any other amount payable to the Club without having engaged with The Club on a payment plan;
- b) a resolution is passed of which resolution at least two-thirds of the Board of Directors present and voting, vote in favour of removing such Member for breach of the Club's Code of Conduct or other egregious behaviour;
- c) a Member gives written notice of resignation.

Notwithstanding the foregoing provisions of this clause, the Board of Directors, may in its discretion, instead of terminating the membership of a Member, suspend or reprimand such Member or allow the Member to continue as a Member subject to whatever conditions the Board of Directors may in its sole and exclusive discretion impose.

Annual and other meetings of Members of the Club:

The annual or any other general meeting of the Members of the Club shall be held either virtually or at a location in The Regional Municipality of Waterloo as the Board of Directors may determine and on such day and at such hour as the Board of Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the President on behalf of the Board of Directors shall be delivered, the financial statement of the Club shall be presented and the Directors of the Club shall be elected. The Members may consider and transact any business whether special or general without any notice thereof at any meeting of the Members. The Board of Directors or the President or the Vice President shall have the power to call at any time a general meeting of the Members of the Club. Notice of the annual meeting shall be communicated to all Members of record at least fourteen days prior to the annual meeting. Notice of Members meetings, annual or general, can be sent out via email,

mail, telephone, or other means but must be sent direct to the contact information provided by the member at registration and which aligns with the communication method chosen.

Dues:

Each Member, except Honorary, Executive, Associate and Life Members, shall pay such fees, membership dues or other amounts as shall be determined from time to time by the Board of Directors.

Error or Omission in Notice:

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, notice can be sent out via email, mail, telephone, or other means but must be sent direct to the contact information provided by them at registration and which aligns with the communication method chosen.

Adjournments:

Any meetings of the Club or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

Quorum of Members of the Club:

A quorum for the transaction of business at any meeting of Members shall consist of at least twenty-five percent of the voting Members represented in person or by proxy.

Voting by Members of the Club:

Each Member entitled to vote may vote by proxy. Such proxy need not be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from such person's constituent or constituents.

At all meetings of Members every question shall be decided by a majority of the votes of the Members voting and by those represented by proxy unless otherwise required by the By-Laws of the Club or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by at least fifteen voting Members. Upon a show of hands every voting Member shall have one vote unless such voting Member is under the age of eighteen years, in which case her or his vote may be exercised only if in compliance with paragraph a) of the "Admission of Members" section of By-Law 3. Unless a poll be demanded, a declaration by the Chair of the meeting of the Members that a Resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the facts without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting Members present or by those represented by proxy, and such poll shall be taken in such manner as the

Chair of the meeting shall direct and the result of such polls shall be deemed a decision of the Members upon the matter in question.

Fiscal year:

The fiscal year of the corporation shall end on August 31 in each year.

Code of conduct and discipline:

The Board of Directors may from time to time enact a Code of Conduct for Members and they may also set out disciplinary procedures with respect to the conduct of Members.

Notice:

Whenever under the provision of the By-Laws of the Club notice is required to be given, unless otherwise provided herein, such notice may be given either personally or can be sent out via email, mail, telephone, or other means but must be sent direct to the contact information provided by them at registration and which aligns with the communication method chosen. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice may refer.

Indemnification and protection of Directors and Officers:

All Directors and Officers and their heirs, executors, administrators and assigns shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against,

- a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter, or thing whatsoever made done, or permitted by such person in or about the execution of their duties of office;
- b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Club, except such costs, charges or expenses as have been occasioned by such person's own willful neglect or default.

No Director or Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act or conformity, or for any loss, damage or expense happening to the Club for any loss, or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects of the Club shall be deposited, or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any monies, securities or other assets belonging to the Club, or for any loss occasioned by any error of judgment or oversight on such person's part or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own willful neglect or default.

The Board of Directors may from time to time cause the Club to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Club and to secure such person against loss and any such action taken from time to time by the Board shall not require approval or confirmation by the Members of the Club.

Waterloo Region, Ontario
October 2, 2024

Gwen Read

President

Kevin Mick

Secretary