



BYLAWS

Approved by the membership at the Annual General Meeting
Revised June 2008

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SECTION 1: DEFINITIONS

In these bylaws, unless the context otherwise requires:

"Act" means The Non-Profit Corporations Act, 1995 , Ch. N-4.2, S.S., 1995, as amended from time to time.

"AGM" means the Annual General Meeting.

"Articles" means the definition as described in paragraph 2(1) (a) and (b) of the Act.

"Board" means the Board of Directors.

"General meeting" means AGM and/or a Special General meeting.

"member" means any individual, or club who has paid the Provincial membership fee and is otherwise in good standing for the current year.

"WPS" means Water Polo Saskatchewan Inc.

"Written notice" , "written call" or "in writing" means a notice delivered by mail, email or by hand.

SECTION 2: BUSINESS OF THE CORPORATION

2.01 Name

The name of the organization is Water Polo Saskatchewan Inc.

2.02 Registered Office

WPS will maintain a registered office in the City of Regina, Province of Saskatchewan.

2.03 Purpose

WPS is committed to the growth of Water Polo in Saskatchewan for fun, fitness and the pursuit of excellence.

2.04 Affiliation

WPS will operate under the jurisdiction of the Water Polo Canada constitution, bylaws and rules where applicable.

2.05 Fiscal Year

The fiscal year of WPS shall be September 1st to August 31st.

2.06 Finance

(i) All revenues shall be deposited in the name of WPS.

- (ii) Signatory authority for WPS shall be determined by the Board from time to time and shall be held by not less than two members of the Board.
- (iii) Signing authorities of WPS are to be bonded in an amount determined by the Board.

2.07 Auditor

A Chartered Accountant, Certified General Accountant, or Certified Management Accountant shall be appointed auditor for WPS at each AGM.

2.08 Rules of Order

The rules contained in "Robert's Rules of Order" shall govern all meetings of WPS unless they are inconsistent with the Act or these bylaws.

2.09 Indemnification

WPS shall indemnify and save harmless the employees and/or members of the Board in the event of legal proceedings against such employees and/or members of the Board in the performance of their duties except, where liability incurred relates to such employees and/or members failing to act honestly and in good faith with the view to the best interests of WPS.

2.10 Dissolution

In the event of the dissolution of WPS, its properties and assets shall, after payment of all liabilities, be donated to other organizations having objects of a sporting or athletic nature, as may be decided by WPS in a General Meeting.

SECTION 3: BOARD MEMBERS

3.01 Members of the Board

The Board shall consist of Eight (8) elected Directors.

3.02 Terms of Office

Four (4) Directors shall be elected annually at the AGM each for a term of two years. Directors are eligible to serve for two (2) consecutive terms.

3.03 New Directors

Newly elected Directors commence their duties immediately after the AGM.

3.04 Removal

Any member of the Board may be removed from office by an ordinary resolution at a special meeting, requiring an affirmative vote of two-thirds (2/3) of the Board.

3.05 Vacancy

In the event of a vacancy of a Director, the Board may appoint a person to fill such vacancy until the next AGM at which time an election for the balance of the term, if any, shall occur.

3.06 Meeting of Directors

- (i) Meetings of the Board are to be held at such time and place as the Chair of the Board may determine.
- (ii) Special meetings of the Board may be called if written notice, by no fewer than five (5) members of the Board, is presented to the Chair of the Board fifteen (15) days prior to the proposed special meeting. A special meeting shall be held at a place, time and date set by the Chair.

3.07 Executive Director

The Executive Director of WPS sits ex-officio on the Board and may sit ex-officio on all ad-hoc committees of the Board. The Executive Director has no vote.

3.08 Powers and Duties of the Board of Directors

The powers and duties of the Board shall be to manage the activities and affairs of WPS according to its Bylaws, Articles and Policies.

3.09 Quorum

Five (5) Directors constitutes a quorum at any meeting of the Board.

3.10 Qualifications of Directors

A member of the Board shall be at least eighteen (18) years of age and meet all other qualifications as provided in Section 92 of the Act, as amended from time to time.

3.11 Conflict of Interest

- (i) A Director who is party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with WPS shall disclose the nature and extent of his or her interest according to Section 107 of the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of WPS business would not require approval by the Board. Any Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided in Section 107 of the Act.
- (ii) Any Director who has a real or perceived conflict of interest with any item of business at a meeting of the Board of Directors shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon.

SECTION 4: BOARD COMMITTEES

4.01 Discipline Committee

The Discipline Committee constitutes an ad hoc committee of the Board. The Discipline Committee shall operate according to an established terms of reference to hear cases in regards to discipline of members or the termination of membership.

4.02 Nomination Committee

The Nominations Committee constitutes a standing committee of the Board and operates according to an established terms of reference.

4.03 Ad Hoc Committees

The Board may, from time to time, establish ad hoc committees.

SECTION 5: OFFICERS

5.01 Election

The officers of WPS are to be elected annually by the Board at its first meeting following the AGM.

5.02 Officers

The officers shall consist of:

- (i) Chair
- (ii) Vice-Chair

5.03 Duties of the Chair

The Chair shall, subject to the direction of the Board, have general authority over the affairs of WPS and shall preside at all meetings of the Board, and at all General meetings of WPS. The Chair shall have a deliberate and casting vote.

5.04 Duties of the Vice-Chair

In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall perform such duties as may, from time to time, be assigned by the Chair or the Board.

5.05 Duties of Executive Director

- (i) The Executive Director is responsible for the operational affairs of WPS, including the implementation and administration of all programs. The Executive Director is directly responsible to the Board in accordance with their policies on Ends and Executive Limitations.
- (ii) The Executive Director may, from time to time, establish Working Groups to help oversee the operational activities of WPS. The Working Groups will operate according to an established terms of reference and can consist of staff and/or volunteers. The Working Groups are directly responsible to the Executive Director.

SECTION 6: MEMBERSHIP

6.01 Membership Classification

The membership of WPS shall be comprised of the following:

- Any registered water polo club or program in the Province of Saskatchewan, and
- Any person, upon application from an affiliated club, program or WPS, at the prescribed membership fee.

6.02 Membership Duration

Membership is accorded on an annual basis, and all members shall re-apply for membership each year. Membership year is defined as September 1 to August 31.

6.03 Membership Withdrawal

Any member, upon written notice to WPS, may withdraw, but shall not be entitled to a refund of any portion of the fees paid.

6.04 Discipline, Expulsion or Termination

The Board may discipline, expel or terminate a member whose actions are determined by the Board to be detrimental to WPS, subject to Section 120 of the Act, as amended from time to time.

SECTION 7: GENERAL MEETINGS

7.01 AGM Date and Purposes

- (i) WPS shall hold an AGM in each calendar year in the Province of Saskatchewan. The AGM shall be held no later than ninety (90) days after the end of the fiscal year on a date fixed by the Board.
- (ii) The purpose of the AGM shall be:
 - To review the work of the Board.
 - To review the minutes of the previous AGM.
 - To review financial statements and auditors report.
 - To appoint an auditor.
 - To elect Directors to the Board.
 - To consider resolutions brought forward by the members.
 - To consider new, amended or repealed articles and bylaws submitted by the members.
 - To consider such other business as may be properly brought before the meeting.

7.02 Notice of the Annual General Meeting

Written notice of the AGM shall be given, no more than fifty (50) days and no less than fifteen (15) days prior to the meeting, to members of the Board, each affiliated Club and the auditor.

7.03 Calling a Special General Meeting

A Special General Meeting may be called when the Chair considers it necessary, or when requested to do so in writing by at a minimum of two (2) affiliated Clubs. Written notice of the said meeting shall be given to each member of the Board and to each affiliated Club at least fifteen (15) days prior to the meeting and shall indicate the purpose for which the meeting is called.

7.04 Quorum

A Quorum for any general meeting of WPS shall consist of ten (10) voting members, which shall include a minimum of five (5) Board members. Board members may not vote on behalf of an affiliated Club.

7.05 Voting Delegates

Voting delegates for general meetings shall consist of:

- (i) The members of the Board, with the exception of the Chair who shall have a deliberate and casting vote, and
- (ii) Affiliated member clubs in good standing. Clubs shall be entitled to the number of voting delegates as follows:
 - Clubs with one (1) to fifty (50) members shall have one (1) delegate
 - Clubs with fifty-one (51) to one hundred (100) shall have two (2) delegates
 - Clubs with one hundred and one (101) or more shall have (three) 3 delegates
- (iii) The number of registered members shall be determined by WPS based on the year end registration number of the previous year.
- (iv) There shall be no voting by proxy.

7.06 Voting Procedure

- (i) All voting shall be by a show of hands, except where requested. In elections, voting shall be by ballot if so requested by one or more delegates.
- (ii) Except for Resolutions, all questions shall be decided by a simple majority.
- (iii) In the event of a tie, any question shall be deemed to be defeated.

SECTION 8: NOMINATION AND ELECTION PROCEDURES

8.01 Nomination Procedure

- (i) At least sixty (60) days prior to the AGM the Board shall issue a written call for nominations for the positions of Director.
- (ii) The call for nominations shall be sent to all members of the Board and to each affiliated Club.
- (iii) Nominations for positions of Director shall be received in writing by WPS at least 30 days prior to the AGM. Fifteen (15) days prior to the AGM WPS shall deliver a copy of the nominations received to members of the Board and to each affiliated Club.

8.02 Election Procedure

- (i) The Chair shall call the roll of eligible voting delegates and determine the number of votes present.
- (ii) The Chair shall present the nominations received and conduct elections to fill the positions of Director as defined in paragraph 3.02.

SECTION 9: ARTICLES, BYLAWS & RESOLUTIONS

9.01 Enactment, Amendment and Repeal of Bylaws by the Board

The Board may, by motion, enact, amend and repeal a bylaw and any such enactment, amendment or repeal shall be valid when passed by the Board until the next general meeting and thereafter, if ratified by

the voting delegates, shall continue to be valid. If the voting delegates do not ratify the enactment, amendment or repeal, the enactment, amendment or repeal ceases to be effective and no subsequent resolution of the Board to enact, amend or repeal a bylaw having substantially the same purpose or effect is effective, until it is confirmed or confirmed as amended by a General Meeting.

9.02 Enactment, Amendment and Repeal of Articles and/or Bylaws at the AGM

- (i) The Board shall issue a written call for enactment, amendment and repeal of articles and/or bylaws at least forty-five (45) days prior to the AGM but no more than sixty (60) to the members of the Board and to each affiliated Club.
- (ii) To be considered at the AGM, the enactment, amendment or repeal shall be submitted in writing to WPS no fewer than thirty (30) days prior to the AGM.
- (iii) Enactment, amendment or repeal of articles and/or bylaws shall be accepted only from members.
- (iv) WPS shall acknowledge receipt of the proposed enactment, amendment and repeal of articles and/or bylaws.
- (v) No fewer than fifteen (15) days prior to the AGM, WPS shall forward to members of the Board and to each affiliated Club a copy of the proposed enactment, amendment and repeal.
- (vi) Any proposed enactment, amendment and repeal of articles or bylaws shall be binding on the Board provided the enactment, amendment and repeal receives two-thirds (2/3) majority of the voting delegates.

9.03 Resolutions at the AGM

- (i) The Board shall issue a written call for resolutions at least forty-five (45) days but no more than sixty (60) days prior to the AGM to members of the Board and to each affiliated Club.
- (ii) To be considered at the AGM, resolutions shall be submitted in writing to the WPS no fewer than thirty (30) days prior to the AGM.
- (iii) Resolutions shall be accepted only from members.
- (iv) WPS shall acknowledge receipt of the proposed resolution.
- (v) No fewer than fifteen (15) days prior to the AGM, WPS shall forward a copy of the proposed resolution to each member of the Board and to each affiliated Club.
- (vi) Any proposed resolution shall be binding on the Board provided the proposed resolution receives two-thirds (2/3) majority.
- (vii) Resolutions may be presented from the floor at the AGM. Such resolutions shall be in writing and signed by a voting delegate. If carried, such resolutions shall be considered only as a recommendation to the Board and shall not be considered binding.

9.04 Effective Date

Enactment, amendments and repeal of articles, bylaws and resolutions take effect immediately following adoption consistent with the Act and these bylaws