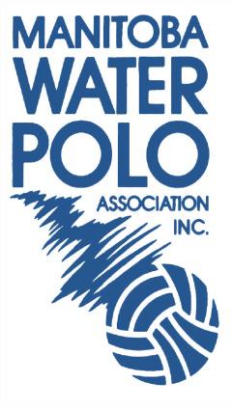

CONSTITUTION AND BYLAWS

Approved May 3, 2019

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DEFINTIONS

ACT – means The Manitoba Corporations Act, CCSM. C225.

BOARD – means the board of directors of the corporation.

BYLAW – means this bylaw.

DIRECTOR – means a member of the Board elected pursuant to section 10.

MWPA – means Manitoba Water Polo Association

PRESIDENT – means the President of the Board elected pursuant to section 10.

SECRETARY – means the Secretary of the corporation, if any, elected pursuant to section 10.

TREASURER – means the Treasurer of the corporation, if any, elected pursuant to section 10.

VICE PRESIDENT – means the Vice President of the Board elected pursuant to section 10.

MANITOBA WATER POLO ASSOCIATION INC.

STRUCTURE

Manitoba Water Polo Association is the governing authority of the sport of water polo within the Province of Manitoba. It operates according to the laws of Manitoba, and all authority and responsibility for the Association emanates from the Manitoba Corporations Act.

PURPOSE AND JURISDICTION

Manitoba Water Polo Association Inc. is the non-profit governing body for the sport of water polo within the Province of Manitoba. The Manitoba Water Polo Association Inc. was incorporated in 1977 with the goals of increasing membership and promoting interest in the sport of water polo throughout the Province of Manitoba

OBJECTIVES

The objectives of Manitoba Water Polo Association Inc. are as follows:

a. To legislate and regulate water polo competitions at all levels in Manitoba;
b. To promote water polo in Manitoba;
c. To raise the level and standard of officials and coaches for the sport of water polo in the Province;
d. To raise the standards of all aspects of water polo;
e. To support and encourage club development.

VISION, MISSION, VALUES

MISSION: The Manitoba Water Polo Association will, with our partners, build a safe, positive, and progressive sport environment for the growth, development, advancement and visibility of water polo in the province of Manitoba.

VISION: Developing leaders and striving for excellence, in and out of the pool.

VALUES: The principles and beliefs that guide our actions are as follows:

Community:	All members contribute to the success of an inclusive sport.
Accountability	All members will take responsibility for their actions
Transparency	All members will contribute to the success of water polo in a manner that is open for all other members to see
Respect	All members will value and accept the input of all members
Ethical	All members will contribute to the sport with moral behavior at all times
Innovative	MWPA will continue to introduce new ideas and participate in original and creative thinking

BYLAWS

Manitoba Water Polo Association Inc. shall hereafter be referred to as the Association.

SECTION 1: INTERPRETATION

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders.

SECTION 2: AFFILIATION

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

SECTION 3: RULES OF ORDER

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

SECTION 4: DIVERSITY

In all of its activities, MWPA is committed to diversity and inclusion.

SECTION 5: MEMBERSHIP

Definition of "Member in Good Standing":

A member of the organization, who has

(i) not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
(ii) has completed and remitted all documents as required by the Corporation;
(iii) has complied with and otherwise operates in accordance with the by-laws, policies, procedures, rules and Regulations of the Corporation;
(iv) is not subject to a disciplinary investigation or action by the Corporation or a member, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
(v) has not acted in a manner that may bring the reputation of the Corporation into disrepute;
(vi) has paid all required membership dues or debts to the Corporation

A. Registration:

i. All athletes will register individually and annually with MWPA through their club or school or other affiliation deemed appropriate by MWPA.
ii. All officials will register individually and annually with MWPA.
iii. All coaches will register individually and annually with MWPA.
iv. All clubs and Schools will register annually with MWPA as a club or school.

v. Any individual who registers with MWPA will receive associate membership (non- voting) with MWPA. This entitles an individual to receive services from MWPA (insurance, newsletters, notices, service from the MWPA office).
    a. Associate members have no vote at the AGM and are not full members of MWPA. Volunteers of clubs and schools are encouraged to register with MWPA.

B. Membership Dues

i. Year - Unless otherwise determined by the Board, the membership year of the Association shall be September 1 to August 31.
ii. Dues – Any increase in membership fees, for each category of membership shall be determined by MWPA Board of Directors for presentation at the Annual General Meeting for the next membership year.
iii. Deadline -- The Board shall determine the deadline date by which dues, where levied, must be paid.

C. Voting:

i. Voting at an annual general meeting will be configured as such:
- 10 Board of Directors
- Clubs receive two votes* plus:

50-75 registered athletes:	5 extra votes
76-90 registered athletes:	2 extra votes
91-110 registered athletes:	2 extra votes
111 plus registered athletes:	1 extra vote

* Max of 12 votes per club

- Schools (not teams): 1 vote (regardless of how many teams)

ii. Clubs and Schools must declare their delegates 48 hours prior to the announced AGM. It is encouraged that Clubs and School choose delegates early in the season so that these delegates can properly represent their constituents.
iii. Each person casting a vote must be at least sixteen (16) years of age.

D. General:

i. The Board of Directors shall have the discretion to accept or reject any application for membership, subject to appeal by the applicant at the next Annual General Meeting of the Association.
ii. A member may withdraw their membership by giving notice in writing to the Board of Directors.
iii. A person can represent only one club/school at any meeting of the Association.
iv. A member may be suspended or expelled from the Association as a disciplinary measure for conduct detrimental to the best interests of the Association;
    a) by a two-thirds (2/3) majority vote of members of the Board of Directors at a meeting of the Board of Directors, or

b) by a two-thirds (2/3) majority vote of the voting members at an annual or special general meeting.

V. No re-imbursement of membership fees for a withdrawn and/or expelled-suspended membership.

SECTION 6: DIRECTORS

i. The affairs of the Association shall be managed by a board of directors who may be referred as directors and who may exercise all such powers and do all acts and things as may be exercised or done by the Association or by statute expressly directed or required to be done in some other manner. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to their original vote shall have a second or casting vote. A quorum shall constitute fifty (50%) of the directors in attendance at the meeting. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

ii. The qualifications of a director are that they be a member of the Association in good standing at the time of their appointment or election.

iii. Each director shall be elected by the members of the Association at an Annual General Meeting every second year and shall take office after the annual meeting. If no director is elected at the Annual Meeting, the Board may appoint a director.

iv. The term of office for directors shall be for a period of two (2) years. A term of less than two (2) years is applicable to those so appointed by the Board in the interim or those who are elected in the non-election year.

v. When a director resigns, vacates or is removed from office before their term expires, the Board of Directors shall appoint a person to fill the office until the annual meeting is held.

vi. The Board of Directors must meet at least once every three months at the call of the President or two-thirds (2/3) of the members of the Board. At least seven days' notice must be given to all members of the Board of Directors prior to a meeting.

vii. Where a director is absent from three (3) consecutive meetings of the Board, they may be removed from the Board by a two-thirds (2/3) majority vote of the directors in attendance at the next meeting of the Board after so advising the director of the Board's intentions to remove the director from office.

viii. All directors must review and sign the Conflict of Interest Policy and Board Code of Conduct annually.

SECTION 7: MEETINGS

i. Annual meetings other than the first annual meeting shall be called within six months after the end of the fiscal year on a day named by the Board of Directors. At least fourteen days' notice, in writing, shall be given to all directors, members, associate members and honorary members. Non-voting members may attend the meeting.

ii. The Board of Directors may, by a majority vote, call an additional special or general meeting of the Association for any purpose. It shall be the responsibility of the Board of Directors to ensure that fourteen days' notice, in writing, of such meetings be given to all members listed under Section 5 A.

iii. Voting members in attendance for any annual, special or general meeting shall constitute a quorum.
iv. The rules of procedure at general and Board of Directors meetings of the Association follow parliamentary procedure as outlined in Section 3.

SECTION 8: COMMITTEES

i. The Board of Directors shall have the power to appoint such committees, as it deems necessary.
ii. The first member listed in a committee appointment shall be deemed to be the chairperson of the committee.
iii. The chairperson of a committee must be a director.
iv. The committee may appoint additional members as required from the membership at large.

SECTION 9: VOTING

i. Voting shall be by a show of hands with the exception of the election of the board of directors, which shall be by secret ballot.
ii. Questions arising at any meeting of the Association shall be decided by a majority of votes.
iii. In the event of an equality of votes the President or Chairperson of the meeting in addition to their original vote shall have a second or casting vote

SECTION 10: OFFICERS

i. The offices of President, Vice-President, Secretary and Treasurer shall be filled from members or members-designate of the Board of Directors. The terms of such offices shall be for two years. In the event of a vacancy of the office of President, it shall be filled by the Vice-President. All other vacancies of the officers shall be filled in the normal manner of the remaining Board.
ii. The office of the Past President shall be filled by the outgoing President of the Association.
iii. The Past President, President, Vice-President, Secretary and Treasurer shall form the Executive Committee of the Board of Directors. When ratified by a majority vote of the Board of Directors, decisions made by this committee are valid.

Duties of the Officers:

a) **Past President** - shall be an advisor to the President and shall hold office for two years.

b) **President** - shall be the chief executive officer of the Association. They shall preside at meetings of the Association and Board of Directors. They shall be an ex-officio

member of all committees. They shall prepare and submit to the members at the annual meeting a statement and report of the preceding year for its approval.

c) Vice-President - shall participate and assist the President in the administration of their duties. They shall fulfill the duties of the President when that person is not available. In the event that there is a vacancy in the position of President, the Vice-President shall take over the duties of the President for the remainder of their term.

d) Secretary - shall record all votes and minutes of all meetings of the Board of Directors and Executive Committee in the books to be kept for that purpose. They shall ensure that notice will be given of all meetings of the members and of the Board of Directors and shall perform such duties as may be prescribed by the Board of Directors or the President under whose supervision they shall be.

e) Treasurer - shall be responsible for all the funds of the Association. They shall be designated as one of the signing authorities of the organization in financial transactions. Identification as the duly elected treasurer of the organization must be established at the bank where the funds are on deposit.

SECTION 11: RESOLUTIONS AND AMENDEMENTS

i. The bylaws may be amended by special resolution passed by a two-thirds (2/3) majority vote of voting members present at an annual, special or general meeting. Written notice of the bylaw amendments must be presented to the Board of Directors outlining the reasons for the bylaw change and the proposed wording of the change. The Board will review the bylaw amendment and will either call a special or general meeting to deal with the proposal or shall have the power to put the bylaw proposal forward at the next annual meeting. Fourteen (14) days written notice shall be given to all members of the proposed bylaw change and the date of the special or general meeting. In the event the proposed bylaw is dealt with at the annual general meeting, the meeting notice shall contain the proposed bylaw change.

ii. Any bylaw passed by the required two-thirds (2/3) majority vote becomes effective immediately.

SECTION 12: AUDIT AND FISCAL YEAR

i. The fiscal year of the Association shall terminate on the thirty-first (31) day of March in each year.

ii. The books, accounts and records of the Association shall be audited once a year by a duly qualified accountant in advance of the annual meeting.

iii. The books, accounts and records of the association shall be kept based on generally accepted accounting principles and have such management control in place as is necessary for audit.

iv. The books, accounts and records of the Association shall be open to inspection by members at the head office of the Association upon fourteen days advance request in writing to the President or the Board of Directors.

v. A copy of the audit shall be presented by the Treasurer at the annual meeting and approved by the members.

SECTION 13: DISSOLUTION

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

SECTION 14: GENERAL

i. The Board of Directors shall review and approve an annual Game Plan, annual budget and periodic financial and operational reports relating to the Game Plan and budget.
ii. All banking transactions must be signed by any two of the following: President, Vice-President, Secretary or Treasurer or by one of these officers and the Office Administrator/Executive Director as per financial policy #37.
iii. The directors shall have the power to appoint a director or directors on behalf of the Association to sign contracts, documents, or any instruments in writing. The terms "contract, document, or any instrument in writing"; as used herein shall include deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances transfers and assignments or shares, stocks, bonds, debentures, or other securities and all paper writings.
iv. Expenses incurred by any director of the Board in fulfilling their responsibilities; should be approved in advance by the Treasurer in accordance with financial policy and/or Game Plan and annual budget. Approved expenditures will be reimbursed pending the receipt of supporting documentation.
v. Expenses incurred by any director of the Board in fulfilling their responsibilities shall be reimbursed on a reasonable basis as determined by the Board.
vi. Proxy voting shall not be allowed.

HEAD OFFICE - The head office of the Association shall be in such a place in the Province of Manitoba as the directors of the Association may decide.

MANITOBA
WATER
POLO
ASSOCIATION
INC.