



CONSTITUTION AND BY-LAWS OF
MANITOBA WATER POLO ASSOCIATION INC.

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MANITOBA WATER POLO ASSOCIATION INC. BY-LAWS

ARTICLE 1: GENERAL

- 1.1 These By-laws relate to the general conduct of the affairs of the Manitoba Water Polo Association Inc. It operates according to the laws of Manitoba, and all authority and responsibility emanates from *The Corporations Act*, C.C.S.M. c. C225.
- 1.2 The MWPA operates under the jurisdiction of Canadian Water Polo Association Inc (also referred to as Water Polo Canada) and their Constitution, By-laws and Rules where applicable.
- 1.3 Interpretation
 - a. “Act” means *The Corporations Act*, C.C.S.M. c. C225, as amended.
 - b. “AM” means Annual Meeting.
 - c. “Articles” means the MWPA’s Articles of incorporation filed with the Registrar under the Act.
 - d. “Auditor” means an individual appointed by the Members at the AM to audit the books, accounts, and records of the MWPA for a report to the members at the next AM. The Auditor shall not be an employee or a Director of the MWPA.
 - e. “Board” means the Board of Directors of the MWPA.
 - f. “Club” means a group or association, whether or not incorporated, the purpose of which is to practice, play and promote water polo, and that itself has at least five participants.
 - g. “Director” means an individual elected or appointed to serve on the Board pursuant to the terms of these By-laws.
 - h. “MWPA” means Manitoba Water Polo Association Inc.

- i. “School League” means a water polo league established to promote the benefits of participation in water polo for both middle school and high school students.
Students play on teams organized by their school. Each school that registers is considered one squad, despite the possibility that the school registers multiple teams.
 - j. “WPC” means Canadian Water Polo Association Inc (also referred to as Water Polo Canada).
 - k. “Member” means a member in good standing of the MWPA and who is registered as an active Registrant.
 - l. “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
 - m. “Registrant” means anyone who has applied for registration with the MWPA and who have been accepted, which may include, but is not limited to: athletes, coaches, officials, and volunteers (including those who serve on Club executives or boards of directors).
 - n. “Special Meeting” a Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon written request of at least ten percent (10%) of the Members for any purpose connected with the affairs of the MWPA.
 - o. “Special Resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution.
 - p. words importing the singular will include the plural and vice-versa, and words importing persons include corporations and associations.
- 1.4 Head Office – The head office of the MWPA will be located at an address in Manitoba as specified in the Articles.
- 1.5 Corporate Seal – The MWPA may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the MWPA

ARTICLE 2: MEMBERSHIP

2.1 A “Member in Good Standing” is a Member who has:

- a. not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- b. has completed and remitted all documents as required by the MWPA and WPC;
- c. has complied with and otherwise operates in accordance with the By-laws, policies, procedures, rules and Regulations of the MWPA and WPC.
- d. is not subject to a disciplinary investigation or action by the MWPA, WPC or another agency, including but not limited to OSIC or a police agency; or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- e. has not acted in a manner that may bring the reputation of the MWPA or WPC into disrepute; and
- f. has paid all required membership dues or debts to the MWPA and WPC.

2.2 Categories of Membership:

- 2.2.1 Club
- 2.2.2 Athlete
- 2.2.3 Official
- 2.2.4 Coach
- 2.2.5 Volunteer
- 2.2.6 School League
- 2.2.7 MWPA Board of Directors

2.3 Registration

- 2.3.1 Each category of Member must register with the MWPA annually in the manner prescribed by the MWPA.
- 2.3.2 Each Member must agree to abide by the MWPA's By-laws, policies, procedures, rules, and regulations; or if the Member is under the age of 18, have a parent or guardian agree to abide by the MWPA's By-laws, policies, procedures, rules, and regulations on behalf of the Member.
- 2.3.3 Registered Members are entitled to receive services from MWPA, including insurance and notices.
- 2.3.4 The Board may in its sole discretion approve, postpone or refuse an application for membership, and determine the class of membership of an applicant, subject to appeal at the next AM or Special Meeting.

2.4 Membership Duration

- 2.4.1 Unless otherwise determined by the Board, the membership year of the MWPA shall be September 1 to August 31.

2.5 Membership Suspension or Termination

- 2.5.1 A Member may be disciplined in accordance with the MWPA's policies and procedures relating to the discipline of Members.
- 2.5.2 A Member may be suspended, pending the outcome of a discipline hearing in accordance with the MWPA's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.5.3 Membership in the MWPA will terminate immediately upon:
 - a) The expiration of the Member's annual membership unless:
 - i. renewed in accordance with these By-Laws; or
 - ii. the Member is subject to a disciplinary investigation that is still pending or has not concluded by the end of the membership year.

- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws, including failure to pay dues or fees;
 - c) Resignation by the Member by giving written notice to the MWPA;
 - d) Dissolution of the MWPA;
 - e) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.5.4 Upon termination, the Member shall not be entitled to a refund of any portion of the fees paid.
- 2.5.5 A Member may not resign from the MWPA when the Member is subject to disciplinary investigation or action by the MWPA.
- 2.5.6 Any fees, dues, subscriptions, or other monies owed to the MWPA by suspended or terminated Members will remain due.
- 2.5.7 Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

2.6 Fees

- 2.6.1 Membership fees, for each category of membership shall be determined by MWPA Board of Directors in compliance with WPC fees and will be published on the MWPA website before registration opens for the next membership year.

- 2.6.2 The Board shall determine the deadline date by which dues, where levied, must be paid. If membership dues are not paid by the deadline, the Member in default will automatically cease to be a Member.

ARTICLE 3: AM AND OTHER SPECIAL MEETINGS

- 3.1 MWPA shall hold an AM in each calendar year, within six months of the end of the fiscal year on a date fixed by the Board, but not more than 15 months after the preceding AM.
- 3.2 Written notice of the AM shall be given at least fourteen (14) days prior to the meeting to Members. At least fourteen (14) days prior to the meeting, the following shall be provided:
- a. the place, date and time of the AM;
 - b. a proposed agenda;
 - c. information related to the nomination and elections of Directors;
 - d. all text of any resolutions or amendments to be decided;
 - e. reasonable information to permit Members to make informed decisions;
 - f. a copy of the approved financial statements and auditor report.
- 3.3 Any person may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the MWPA makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic means as long as all participants are able to communicate adequately with each other during the meeting.
- 3.4 No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

- 3.5 Unless otherwise specified in the Act or these By-laws, the AM and Special Meetings will be conducted according to Robert's Rules of Order (current edition).
- 3.6 Quorum at any AM or Special Meeting shall constitute fifty percent (50%) of the Board plus any other Members who are present. Non-voting Members may attend the meeting.
- 3.7 A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon written request of at least ten percent (10%) of the Members for any purpose connected with the affairs of the MWPA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date from the date of the deposit of the request. The Board shall ensure that written notice of the meeting is provided to the Members at least fourteen (14) days prior to the Special Meeting.
- 3.8 Any Member may raise special business at a meeting of the Members, in the form of a proposal, for the nomination of Directors, amendment of By-laws, or for general discussion, provided the proposal contains the name and address of the member, a statement of less than 200 words in support of the proposal, and is submitted to the MWPA at least ninety (90) days prior to the anniversary date of the previous AM.
- 3.8.1 MWPA is not required to comply with a Member proposal if it has been submitted fewer than ninety (90) days prior to the anniversary date of the previous Annual Meeting, if it is clearly for the Member's personal gain or for redressing a personal grievance against the MWPA or its Directors, or if a substantially similar proposal was submitted within the previous two years.
- 3.9 Members will have the following voting rights at all meetings of Members:
- 3.9.1 MWPA Board of Directors:
- 3.9.1.1 Each elected Board member who is present shall be entitled to one vote.
- 3.9.2 Clubs:
- 3.9.2.1 Clubs with one (1) to fifty (50) Members are entitled to delegate one (1) person who will have one vote.

3.9.2.2 Clubs with fifty-one (51) to one hundred (100) Members are entitled to delegate one (1) person who will have two (2) votes.

3.9.2.3 Clubs with one hundred and one (101) or more Members are entitled to appoint one (1) delegate who will have three (3) votes.

3.9.3 School League:

3.9.3.1 Each School Division, as designated by legislation, and the Manitoba Federation of Independent Schools (MFIS) are entitled:

3.9.3.1.1 to delegate one (1) person who will have one (1) vote when one (1) to fifty (50) Members are registered.

3.9.3.1.2 to delegate one (1) person who will have two (2) votes when fifty-one (51) to one hundred (100) Members are registered; and

3.9.3.1.3 to delegate one (1) person who will have three (3) votes when one hundred and one (101) or more Members are registered.

3.9.4 Individual Members:

3.9.4.1 Individual Members (athletes, coaches, officials and volunteers) do not have a vote.

3.10 Appointing Delegates

3.10.1 The names of Delegates as described in 3.92 and 3.93, shall be provided in writing to the MWPA, forty-eight (48) hours prior to the meeting of Members, the name of the Delegate(s) to represent the Club, School Division or MFIS. Delegates must be at least eighteen years of age, of sound mind, and agree to act as a Delegate. Once appointed, a Delegate may not vote by proxy.

- 3.10 Votes will be determined by a show of hands, orally, or electronic ballot, unless a secret or recorded ballot is requested by a Member. In the event of a tie, the President or Chairperson of the meeting in addition to their original vote shall cast a second or tie breaking vote. Proxy voting shall not be allowed.
- 3.11 Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.
- 3.12 Election of Directors:
- 3.12.1 Any nomination of an individual for election as a Director will:
- a. Include the written consent of the nominee;
 - b. Comply with the procedures established by Board; and
 - c. Be submitted to the Registered Office of the MWPA seven (7) days prior to the AM. This timeline may be extended by Ordinary Resolution of the Board.
- 3.12.2 An individual will not be permitted to be nominated from the floor for elections as a Director at the AM.
- 3.12.3 Valid nominations will be circulated to Members prior to the elections.
- 3.12.4 Elections for each Director will be decided by Ordinary Resolution of the Members as follows:
- 3.12.4.1 Equal number or fewer Nominations than Available Positions: Winners to be elected by acclamation.
 - 3.12.4.2 More Nominations than Available Positions: The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

ARTICLE 4: DIRECTORS

- 4.1 The affairs of the MWPA shall be managed by a Board of Directors of a minimum of five (5) persons and a maximum of nine (9) persons.
- 4.2 To be eligible for election as a Director, an individual must:
- 4.2.1 Be eighteen (18) years of age or older.
 - 4.2.2 Have the power under law to contract.
 - 4.2.3 Have not been declared incapable by a court in Canada or in another country.
 - 4.2.4 Not be an undischarged bankrupt.
 - 4.2.5 Be a member in good standing of the MWPA.
- 4.3 Individuals shall not serve concurrently on both the MWPA Board and their Club Executive or Board, with the exception of those appointed under 4.5.
- 4.4 Clubs may send a representative to attend MWPA Board meetings, however they do not have the ability to vote. The President(s) and Vice-President(s) of the MWPA and Club(s) will at a minimum meet quarterly, and report to the Board.
- 4.5 Elected Directors will serve terms of two (2) years, to a maximum of four (4) consecutive terms and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from, or vacate their office.
- 4.6 All Directors must review and sign the Conflict of Interest Policy, Code of Conduct and Confidentiality Statement annually.
- 4.7 A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the MWPA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.8 The Board will consist of the following:

4.8.1 President

4.8.2 Vice president

4.8.3 Secretary

4.8.4 Treasurer

4.8.5 up to five (5) Directors at Large

4.8.6 Past-President

4.9 The offices of President, Vice-President, Secretary and Treasurer shall be filled from Members elected or appointed to the Board and decided at the first meeting of the new Board.

4.10 The office of any Director will be vacated automatically if:

a. The Director becomes no longer eligible to be a Director; or

b. The Director dies.

4.11 A Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.12 In the event of a vacancy, the Board may appoint a person to fill such vacancy until the next AM is held. 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.

4.13 The office of the Past President shall be filled by the outgoing President of the MWPA for one year with the option of remaining for a second year. The Past President may not vote on resolutions of the Board and does not have a vote as a Director at an AM or Special Meeting.

ARTICLE 5: GOVERNANCE

- 5.1 The Board may exercise all such powers and do all things as may be exercised or done by the MWPA or by statute expressly directed or required to be done in some other manner, subject to:
- a. the Constitution and these By-laws;
 - b. All laws affecting the MWPA; and
 - c. Rules, not being inconsistent with these By-laws, which may be made from time to time by the MWPA.
- 5.2 Every Director will:
- a. Act honestly and in good faith with a view to the best interests of the MWPA; and
 - b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.3 The Board is empowered, including but not limited to:
- a. Make policies and procedures or manage the affairs of the MWPA for the purpose of furthering the objects and purposes of the MWPA in accordance with the Act and these By-laws;
 - b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c. Make policies and procedures relating to the management of disputes within the MWPA and deal with disputes in accordance with such policies and procedures;
 - d. Employ or engage under contract such persons as it deems necessary to carry out the work of the MWPA;

- e. Determine registration procedures, determine membership fees, and determine other registration requirements;
- f. Enable the MWPA to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the MWPA;
- g. Make expenditures for the purpose of furthering the objects and purposes of the MWPA;
- h. Invest funds for the purpose of furthering the objects and purposes of the MWPA;
- i. Manage the MWPA's assets and resources expenditures for the purpose of furthering the objects and purposes of the MWPA;
- j. Borrow money upon the credit of the MWPA as it deems necessary in accordance with these By-laws; and
- k. Perform any other duties from time to time as may be in the best interests of the MWPA.

5.4 Meeting of Directors

- 5.4.1 Meetings of the Board are to be held at such time and place as the President may determine, but at least once every three months at the call of the President or by request of two (2) Directors.
- 5.4.2 At least seven (7) days notice must be given to all Directors prior to a meeting.
- 5.4.3 Unless otherwise specified in the Act or these By-laws, meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 5.4.4 The President will be the Chair of all meetings of the Board unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

- 5.4.5 Quorum shall constitute fifty (50%) of the Directors in attendance at the meeting.
- 5.4.6 Voting shall be by a show of hands unless at least one (1) Director present requests a secret ballot.
- 5.4.7 Resolutions will be passed by Ordinary Resolution in the case of a tie, the resolution is defeated.
- 5.4.8 No person shall act for an absent Director at a Board meeting.
- 5.4.9 In the case of urgent business between Board meetings where it is impractical to convene a meeting, a resolution may be circulated and voted on by email. The resolution and result of the vote must be ratified at the next Board meeting and is as valid as if it had been passed at a meeting of the Board.
- 5.4.10 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 5.4.11 A meeting of the Board may be held by telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

5.5 Duties of the Officers:

- 5.5.1 Past President - shall be an advisor to the President.
- 5.5.2 The President will be the chair of the Board, will preside at the AM, any Special Meetings, and at meetings of the Board unless otherwise designated, will be the official spokesperson of the MWPA, and will perform such other duties as may from time to time be established by the Board. The President sits ex-officio on all committees of the Board.
- 5.5.3 The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- 5.5.4 The Secretary will be responsible for the documentation of all amendments to the MWPA's By-laws, will ensure that all official documents and records of the MWPA are properly kept, cause to be recorded the minutes of all

meetings, will give due notice to all Members of the Meeting of the Members of the MWPA, and will perform such other duties as may from time to time be established by the Board.

5.5.5 The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the MWPA in the MWPA's bank account, will supervise the management and the disbursement of funds of the MWPA, when required will provide the Board with an account of financial transactions and the financial position of the MWPA, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.5.6 Directors-at-Large may be selected, by the Board, to serve as Directors of various portfolios related to the operations of the MWPA (e.g., League Director, Communications Director, Discipline Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

5.6 At the discretion of the Director and with approval by Ordinary Resolution of the Board, any Director may delegate any duties of that office to appropriate staff or committee of the MWPA, or to another Director.

5.7 Executive Director

5.7.1 The Executive Director of MWPA sits ex-officio on the Board and on all operational committees of the Board. The Executive Director has no vote.

5.7.2 The Executive Director is responsible for the operational affairs of MWPA including the implementation and administration of all programs. The Executive Director is directly responsible to the Board in accordance with their policies.

5.7.3 The Executive Director may, from time to time, establish Working Groups to help oversee the operational activities of the MWPA. 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.

5.8 Committees:

- 5.8.1 The Board of Directors shall have the power to appoint such committees, as it deems necessary for managing the affairs of the MWPA. The Board may appoint members or provide for the election of members of these committees. The Board may prescribe the duties and terms of reference of these committees and may delegate to any of these committees any of its powers, duties and functions.
- 5.8.2 The first member listed in a committee appointment shall be deemed to be the chairperson of the committee.
 - 5.8.2.1 The chairperson of a committee must be a Director.
- 5.8.3 The committee may appoint additional members as required from the membership at large.
- 5.8.4 No committee will have the authority to incur debts in the name of the MWPA.

ARTICLE 6: RESOLUTIONS AND AMENDMENTS

- 6.1 These By-laws may be amended by Ordinary Resolution vote of voting members present at an AM or other Special Meeting.
- 6.2 A Member may present a written request for By-law amendments to the Board of Directors at any time by presenting the proposed wording of the change and outlining the reasons for the By-law change. The Board will review the By-law amendment and will either call a Special Meeting to deal with the proposal or shall have the power to put the bylaw proposal forward at the next AM.
- 6.3 Fourteen (14) days written notice shall be given to all Members of the proposed By-law change and the date of the meeting.
- 6.4 In the event the proposed bylaw is dealt with at the AM, the meeting notice shall contain the proposed bylaw change.

ARTICLE 7: FINANCE AND MANAGEMENT

- 7.1 Unless otherwise determined by the Board, the fiscal year of the MWPA shall be April 1 to March 31.
- 7.2 The banking business of the MWPA will be conducted at such financial institution as the Board may determine.
- 7.3 The books, accounts and records shall be kept based on generally accepted accounting principles and have such management control in place as is necessary for audit.
- 7.4 The books, accounts and records shall be audited once a year by a duly qualified accountant in advance of the AM.
- 7.5 At each AM the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the MWPA in accordance with the Act. The auditor will hold office until the next AM. The auditor will not be an employee, Officer, or Director of the MWPA and must be permitted to conduct an audit or review engagement of the MWPA under the *Public Accounting Act*, 2004, as amended.
- 7.6 The Directors will approve financial statements (evidenced by signature of two or more Directors) of the MWPA of the last fiscal year of the MWPA but not more than six (6) months before the AM and present the approved financial statements before the Members at every AM. A copy of the audit shall be presented by the Treasurer at the AM and approved by the Members.
- 7.7 The necessary books and records of the MWPA required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a. The MWPA's articles and By-laws;
 - b. The minutes of meetings of the Members and of any committee of Members;

- c. The resolutions of the Members and of any committee of Members;
 - d. The minutes of meetings of the Directors or any committee of Directors;
 - e. The resolutions of the Directors and of any committee of Directors;
 - f. A register of Directors;
 - g. A register of Members; and
 - h. Account records adequate to enable the Directors to ascertain the financial position of the MWPA on a quarterly basis.
- 7.8 The books, accounts and records shall be open to inspection by members at the head office of the MWPA upon fourteen days (14) advance request in writing to the President or the Board of Directors.
- 7.8.1 Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.
- 7.9 The signing authority of the MWPA shall be vested in the Executive Director, President, Vice President and Treasurer of the MWPA and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these individuals shall be required on any financial instrument of the MWPA.
- 7.10 The MWPA may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members.
- 7.11 Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.

- 7.12 Any single expenditure over thirty thousand dollars (\$30,000) must be approved by Ordinary Resolution of the Board.
- 7.13 The MWPA may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.14 The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next AM.
- 7.15 All Directors and members of Committees (except as permitted by these By-laws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.
- 7.16 A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the MWPA will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 8: DISSOLUTION

- 8.1 The MWPA may be dissolved in accordance with the Act.
- 8.2 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 Special Meeting.

ARTICLE 9 INDEMNIFICATION

- 9.1 The MWPA will indemnify and hold harmless out of the funds of the MWPA each Director and any individual who acts at the MWPA's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an

action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the MWPA's request in a similar capacity.

- 9.2 The MWPA will not indemnify a Director or any individual who acts at the MWPA's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the MWPA will not indemnify an individual unless:
- a. The individual acted honestly and in good faith with a view to the best interests of the MWPA; and
 - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 9.3 The MWPA will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE 10 FUNDAMENTAL CHANGES

- 10.1 Under the Act, a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the MWPA. Fundamental Changes are defined as follows:
- a. Change the MWPA's name;
 - b. Add, change, or remove any restriction on the activities that the MWPA may carry on;
 - c. Create a new classes of membership or amend, vary or delete current classes of membership; and
 - d. Change to whom the property remaining on liquidation after the discharge of any liabilities of the MWPA is to be distributed.

These By-laws were ratified by Ordinary Resolution of the Members of the MWPA at the Annual Meeting duly called and held on September 13, 2022 and subsequently amended at the Annual Meetings held September 13, 2023 October 6, 2024, and September 28, 2025.

In ratifying these By-laws, the Members of the MWPA repeal all prior By-laws of the MWPA provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.