



Calgary Torpedoes Water Polo Club

By-Laws

Article I: General

Definitions

1. In these by-laws,
 - a. "Board" means the Board of Directors of the Club;
 - b. "Club" means the Calgary Torpedoes Water Polo Club;
 - c. "Director" means a director on the Board;
 - d. "Head Coach" means a person who is engaged by the Club to be responsible for the supervision of all persons who provide coaching services to the Athletes of the Club;
 - e. "Member" means a member as described in clause 4, who is still in good standing under clause 5;
 - f. "Objects" means such objectives for the Club as are established, as amended from time to time;
 - g. "Officer" means the President, Co-Presidents, Vice-Presidents, Secretary, or Treasurer of the Club;
 - h. "Athlete" means a registered water polo player with Calgary Torpedoes Water Polo Club;
 - i. "Registrar" means Registrar as defined in the Alberta Business Corporations Act, R.S.A. 2000, c. B-9 as amended from time to time;
 - j. "Special Resolution" means
 - i. A resolution passed:
 1. At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

2. By the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.
 - ii. A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given if all the Members entitled to attend and vote at the general meeting so agree, or
 - iii. A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.
- k. "Good Standing" means a member who in full compliance with the policies and rules set by the club and associated governing bodies; is up to date on registration dues and agreed contributions and who has not in any way acted in a manner which is potentially damaging to the club;

Name and Affiliation

2. The name of the Club shall be the Calgary Torpedoes Water Polo Club.
3. The Club shall be affiliated with the Alberta Water Polo Association, and Water Polo Canada (WPC), and shall be subject to the relevant rules and regulations adopted by those bodies.

Article II: Membership

4. Any athlete or parent/guardian of a minor athlete who has paid registration fees is considered a Member of the Club. Any person of the community may also become a Member of the Club by filling out an application and paying a membership fee as determined by the Board. Approval of the Board will also be required.
5. Any person wishing to withdraw from membership in the Club may do so upon giving notice in writing to the Board through the Club's Secretary. If any Member, without permission issued by the President, one of the Co-Presidents or Board, is in arrears for fees and/ or delinquent in the performance of personal obligations to the Club relating to the playing of water polo with the Club as assessed by the Board, shall not be entitled to exercise any membership privileges or powers in the Club until their fees are paid in full and the personal commitments made by such Member to the Club have been fulfilled up to that date. The Board, by a vote of not less than three-quarters (3/4) may expel any Member from membership for any cause deemed reasonable by the Board.
6. The Board shall keep a register of all Members, including full names and residential addresses, the class of membership, the date on which the person is admitted as a Member and, if applicable, the date on which the person ceases to be a Member.
7. Club members who cease to be in good standing may have privileges suspended until such time as the Board is satisfied that the Club Member has met the definition of good standing as set out above.

Article III: Meetings of the Club

8. Every Member of the Club has one vote at any meeting of the Club.
9. The Club shall hold an annual general meeting before November 30th of each year and shall give at least 30 days notice of the time and place of the meeting by means of email notice to all Members and by posting a notice on the website normally used for Club notices.
10. Business at the annual general meeting shall include consideration of the audited financial statements of the Club, appointment of the auditor or auditors for the following year and the election of Directors, plus any other business included on the agenda by the Board or voted to be included on the agenda by the Members.
11. At the discretion of the Board, an additional general meeting may be held in any year to elect Directors and to conduct any business included on the agenda by the Board or voted to be included on the agenda by the Members. At least 30 days notice, in the same form as for an annual general meeting, shall be given of the general meeting,
12. A special meeting may be called by the Board on its own discretion or upon receipt of a petition signed by not less than fifty percent (50%) of the Members. At least 30 days notice, in the same form as for an annual general meeting, shall be given of the special meeting.
13. Quorum at any meeting of the Club is five (5) Members.
14. All votes at any meeting of the Club are by show of hands, unless the Board determines that a secret ballot shall be held, or a request for secret ballot is made and supported by a vote of not less than twenty-five percent (25%) of those Members present
15. A motion shall pass on receiving a majority vote (more than 50%) of the votes cast at the meeting, unless it requires a Special Resolution.

A resolution passed:

- a. At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
- b. By the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.

A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given if all the Members entitled to attend and vote at the general meeting so agree, or

A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.

16. Votes cast do not include abstentions.
17. Votes may only be cast in person at a meeting of the Club; no vote may be given by proxy or otherwise.

Article IV: Governance

Board of Directors

18. Any Member, except Members who are minors, may be a Director, and no more than one Member from the same family may be Directors.
19. The Board shall consist of up to eight (8) elected or appointed Directors plus any ex officio Directors as allowed for in these bylaws.
20. The notice of election shall include the number of Director positions open for election, and the names of nominees proposed by the Board. Nominations may also be made from the floor.
21. Members vote only for election of the individual to the Board and not for the Officer positions.
22. With Board approval, the Secretary and the Treasurer position may be held by one individual, acting in the Secretary/Treasurer position.
23. Directors shall be elected for a two-year term and shall hold office until the election of the Directors in the second following year, unless they resign earlier or are expelled from the Board.
24. A Director may resign from the Board by submitting a letter of resignation to the President or one of the Co-Presidents. Officers of the Club may resign by submitting a letter of resignation to the rest of the Board
25. A Director is responsible for attending all Board meetings and performing the functions assigned by the Board. If a Director fails to a significant degree to fulfill these responsibilities or engages in conduct significantly prejudicial to the interests of the Club, the remaining Directors may give the Director notice of intent to suspend or expel in accordance with clause 48.
26. The Board of Directors may, by the appointment of a Member, fill any empty position on the Board, however created, until the next election.
27. The Head Coach holds his or her position on the Board in an advisory capacity, and they do not have voting privileges.

Powers of the Board

28. The Board shall, subject to the by-laws and to directions given by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Club other than such responsibilities as have been delegated to the Officers of the Club through the bylaws.
29. The Board is responsible for:
 - a. Establishing strategic direction
 - b. Establishing the policies and procedures, budgets and financial overview
 - c. Reviewing operations
 - d. Hiring of and monitoring the performance of the Head Coach in accordance with established policies and procedures of the Board

Nominating Committee

30. The Board shall constitute a Nominating Committee, to develop a slate of nominations for election to the Board and other recruitment purposes.

Meetings of the Board

31. Meetings of the Board shall be held as often as may be required, but at least once every four (4) months, and shall be called by the President, or one of the Co-Presidents.
32. A special meeting of the Board may be called on the request of any two Directors upon giving the President, or one of the Co-Presidents, notice of the business to be brought before the meeting.
33. Directors shall be notified at least one week in advance of each Board meeting, except in case of emergency, when as much notice as possible shall be given by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
34. Four Directors shall constitute a quorum at Board meetings.
35. All Directors, including the President or Co-Presidents, are voting members of the Board, and each Director, including the President or Co-Presidents, has one vote on matters raised for decision at Board meeting. Motions are passed by majority vote. In the case of a tie vote, the President or Co-Presidents acting jointly) shall have one additional casting vote.
36. Except where specifically set out in the by-laws, the duties of the Officers and other Directors are set by the Board.
37. In addition to those committees specifically authorized by the by-laws, the Board may constitute whatever committees it determines are necessary to perform its functions and may appoint any Member or non-member of the Club to such committees.

Article V: Officers

38. The Officers of the Club shall be:
 - a. President or two (2) Co-Presidents
 - b. Up to three (3) Vice Presidents
 - c. Treasurer
 - d. Secretary
39. The Board shall elect the Officers from the Directors at a special meeting of the Board to be held immediately following the AGM. The previous Officers shall continue in office until this election is concluded. Should the circumstances arise where an Officer position is contested, there will be an election held. The positions will be filled with the candidate who has garnered the highest number of votes. In the event that there are more than two candidates, after the first vote, the candidate with the lowest number of votes will be dropped, and another ballot taken, and so on until the last ballot is decided between only two candidates. Any candidate may withdraw at any time after the first ballot. In any contested election the voting shall be by secret ballot.

Duties of Officers

40. President or Co-Presidents

- a. The President or Co-Presidents shall be charged with the general management and supervision of the affairs and operations of the Club. If one of the Co-Presidents should resign or be expelled during their term, the other Co-President shall continue on as President for the remaining term. The President or Co-Presidents shall, when present, preside at and chair all meetings of the Members, the Board and the Executive Committee. The President or Co-Presidents, together with the Secretary or other Officer appointed by the Board for that purpose, shall sign all resolutions of the Members and the Board.

41. Vice-Presidents

- a. The Vice-Presidents shall assist the President or Co-Presidents in the general management and supervision of the affairs and operations of the Club. Each Vice-President shall assume and carry out such duties and responsibilities as may be determined by the President or Co-Presidents from time to time. A Vice-President shall assume the duties of the President in the absence or incapacity of the latter. In the absence or incapacity of the President, the Executive Committee shall designate one of the Vice-Presidents to preside at and chair all meetings of the Members, the Board, and the Executive Committee.

42. Treasurer

- a. The Treasurer shall receive, deposit and make disbursements of all monies of the Club, provided that all disbursements shall be subject to ratification by resolution of the Board at the meeting of the Board next following the disbursement. In the absence or incapacity of the President or the Co-Presidents and the Vice-Presidents, the Treasurer shall preside at and chair all meetings of the Members, the Board and the Executive Committee.

43. Secretary

- a. The Secretary shall be ex officio clerk of the Board and the Executive Committee. The Secretary shall attend all meetings of the Board and the Executive Committee and any general or special meeting of the Club and record all facts and minutes of all proceedings in a book kept for that purpose along with a digital source. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and other documents belonging to the Club, which the Secretary shall deliver up only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board.

Executive Committee

44. The Executive Committee will be a standing committee of the Board and shall consist of the Officers.
45. The Executive Committee shall conduct the business of the Club between meetings of the Board and report all decisions made for approval at the subsequent Board Meeting.
46. Executive meetings shall be called by the President, or one of the Co-Presidents or any two members of the Executive Committee, giving each member at least 48 hours notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
47. The President, or taking sequential turns, one of the Co-Presidents, shall be chair of the Executive Committee, and in the absence of the President, or the Co-Presidents, one of the Vice Presidents will assume the chair.
48. Questions arising at any meeting of the Executive Committee shall be decided by simple majority. The Chairman shall also have a vote. In the case of a tie vote, the Chairman shall have an additional casting vote.
49. A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than four members of the Executive Committee present in person or via conference call.

Removal of Directors and Officers

50. The Board shall have the power, by vote of not less than seventy-five percent (75%) of those present (excluding the person subject to the suspension or expulsion), to expel or suspend any member of the Board from their position as a Director and/or Officer on the basis that their conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Club. No Director or Officer shall be expelled or suspended from their position without being notified of the charge or complaint against them and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

Remuneration and Expenses

51. No Officer, Director or Member shall receive any remuneration for services rendered to the Club. There will be remuneration for expenses incurred if there has been prior approval of the expenses by at least seventy-five percent (75%) of the Board. If there has been no prior approval, the Board may, at its discretion, approve such expense, if at least seventy-five percent (75%) of the Board so approves.

Article VI: Finance and Management

Funds and Property

52. The funds and property of the Club shall be used and dealt with for its legitimate Objects only and in accordance with these by-laws.

Negotiable Instruments and Borrowing

53. For the purpose of carrying out its Objects, the Club may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
54. The signing authorities for the Club bank accounts shall be the Officers of the Club. The Board, through resolution, may appoint additional signing authorities to any or all accounts which hold funds. All withdrawals will require two signatures, at least one of which is an Officer of the Club.
55. For the purpose of carrying out its Objects, the Club may borrow, or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures, but the power shall be exercised only by a Special Resolution of the Members.

Fiscal Year

56. The Fiscal year of the Club shall be September 1 to August 31.
57. Dissolution of the Club: upon dissolution of the Calgary Torpedoes Water Polo Club, after payment of debts and liabilities, any assets remaining will be donated to another charitable organization with similar objectives.

Books and Records

58. The books, accounts and records of the Club shall be audited at least once each year by a duly qualified accountant or by two Members who are not Directors and who are appointed at the annual general meeting for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) for approval at the annual general meeting.
59. The books, accounts, records and registry of Members may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Secretary of the Club. Directors have access to the books, accounts, records and registry at any reasonable time. However, where personal information is requested, a valid reason relating to the purposes of the Club must be given unless consent has been received by all owners of the personal information.

Limitation of Liability of Members

60. No Member of the Club is, in the Member's individual capacity, liable for a debt of liability of the Club.

Article VII: Amending by-laws and Objects

61. The by-laws of the Club may be amended or rescinded only by Special Resolution of the Club, and such amendment or rescission shall not take effect until it has been registered by the Registrar.
62. The Objects of the Club may be altered only by Special Resolution of the Club but such alteration shall not take effect until it has been registered by the Registrar.

Societies Act

63. The Societies Act, R.S.A.2000, c. S-14, as amended from time to time, applies to the Club. If any of the provisions of these by-laws are in conflict with the provisions of the Societies Act, the Societies Act shall prevail.

ARTICLE VIII: ADOPTION OF THESE BY-LAWS

64. These By-laws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on
65. These By-laws are ratified by a three-fourths affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on
66. In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.