

## **Constitution of The Ottawa-Carleton Titans Water Polo Association**

As Approved at the Annual General Meeting May 1989 and updated as of the Annual General Meeting May 1999

WHEREAS the Ottawa-Carleton Titans Water Polo Association is a voluntary association of members, players and individuals, intended to provide the youth in the Region of Ottawa-Carleton with the opportunity to learn and play the game of water polo;

AND WHEREAS members, players and individuals participating in the activities sponsored by the O-C.T.W.P.A. have confidence in the judgment of the Board of Directors of the Association;

AND WHEREAS it is declared that one of the purposes of this Constitution and the Association's By-Laws and Regulations shall be to confer on the O-C.T.W.P.A. and its Board of Directors all the powers of a fully governing organization;

NOW THEREFORE BE IT ENACTED;

### **ARTICLE I**

This organization shall be called the "Ottawa-Carleton Titans Water Polo Association", hereafter referred to as "the Association".

### **ARTICLE II**

This Association, through its Board of Directors, shall govern the water polo activities of its members, players and individuals.

Indemnity – Every Director and Officer of the Association, his/her heir executors and administrators and estates and effects, respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him/her in or about the execution of the duties of his/her office; and
- (b) all other costs, charges or expenses that he/she sustains or incurs in or about in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

### **ARTICLE III**

#### **OBJECTIVE AND AIMS**

The objective of the Association is to foster and encourage the sport of water polo throughout the Region of Ottawa-Carleton, The aims of the Association are:

- To provide the youth of the Region of Ottawa-Carleton with the opportunity to learn and play water polo.
- To establish and maintain a variety of water polo programs for all minor age groupings, as established by the Water Polo Canada

To ensure that each player, to the extent possible, will be able to participate in a water polo program suited to that player's skill and abilities.

To encourage the participation of any and all interested persons and organizations wishing to volunteer their services in the administration and support of the Association's affairs.

To foster and develop sportsmanship, team discipline, self-discipline, self-confidence, respect for others and enjoyment through participation in water polo.

#### ARTICLE IV

The Association shall be a member of the Ontario Water Polo Association (OWPA) and Water Polo Canada (WPC).

#### ARTICLE V

Subject to the requirements of the By-Laws of the Association, the members at any Annual General Meeting, or Special General Meeting convened specifically for such purpose, may adopt, amend, revise or repeal the By-Laws or Regulations of the Association by a majority vote of the members, present in person or represented by duly appointed proxy.

A motion to alter the number of directors shall require a two-thirds affirmative vote of the members present

#### ARTICLE VI

Subject to the By-Laws of the Association, the members may, by a majority vote of members present, or represented by duly appointed proxy, revoke, amend or alter the Constitution of the Association at an Annual General Meeting or a Special General Meeting specifically called for that purpose.

#### BY-LAW 12

A By-Law relating to the transaction of the affairs of the Ottawa-Carleton Titans Water Polo Association.

#### SECTION 1

##### BY-LAW REPEALED

None

#### SECTION 2

##### MEMBERSHIP

Players registered in any of the programs or activities of the Association shall be considered junior members of the Association, and shall not be entitled to vote at general meetings of the Association if they are less than 18 years of age.

Senior members of the Association, hereafter referred to as "members", shall be the only persons entitled to vote on matters of the Association. All members shall be 18 years of age or older and shall only include:

Officers and directors of the Association;

Up to a maximum of two representatives per team, providing such persons are at least eighteen years of age and are registered with the Association as team representatives prior to May 1<sup>st</sup> of the water polo year;

Each parent or legal guardian of one or more junior members of the Association for the current year;

Players registered with the Association for the current or the ensuing water polo year who are at least eighteen years of age;

The applicants for the incorporation of the Association;

Persons appointed by the Board of Directors to fulfill voluntary responsibilities on behalf of the Association who would not otherwise qualify as members.

The Association shall have full right to establish conditions of membership, and to refuse membership to persons failing to satisfy those conditions.

### SECTION 3

#### ANNUAL GENERAL MEETING

A general meeting of the Association shall be held annually prior to the last day of August in the water polo year, at a place, date and time determined by the Board of Directors.

The business of the Annual General Meeting shall include:

Presentation and adoption of the minutes of the previous Annual General Meeting and any Special General Meetings held during the water polo year;

Presentation of awards and guests;

Reports of Officers, Directors and Committees;

The report of the auditors for the previous water polo year;

The interim financial statements for the water polo year in which the meeting is held;

The budget for the ensuing year;

Appointment of auditors for the ensuing year;

Motions to adopt, amend, revise or repeal Articles of the Constitution or By-Laws of the Association for which due notice has been provided;

Motions to adopt, amend, revise or repeal the Regulations of the Association for which no due notice is required;

Other business of interest and concern to the members;

Election of Officers and Directors;

Adjournment.

### SECTION 4

#### SPECIAL GENERAL MEETINGS

A Special General Meeting of the Association shall be called by the Board of Directors within six weeks of the receipt, by the Secretary, of a written request for such a meeting signed by at least fifty voting members of the Association.

The written request shall specify the business to be transacted at this meeting, and only the specified business shall be transacted.

The Board of Directors, by resolution, shall have full authority to convene a Special General Meeting.

## SECTION 5

### DUE NOTICE OF GENERAL MEETING

Written notice of the date, time and place of every such meeting shall be provided to each member by sending the notice by prepaid mail no later than ten days prior to the meeting. For the purpose of sending notice to any member, for any meeting or otherwise, the address of the member shall be the last address of the person indicated in the records of the Association.

No later than six (6) weeks prior to every annual meeting, the Board of Directors shall appoint a Nominations Committee, consisting of the immediate Past President of the Association and four other senior members, none of whom shall be officers of the Corporation. No later than twenty (20) days prior to the annual meeting, this committee shall submit to the board at least one nomination for each position that would become vacant at the annual meeting. A list of all nominations submitted to the Board by the Nominations Committee shall be mailed to all senior members of the Association in accordance with the requirements for due notice set out in subsection (a) of this section. Nominations of persons to fill vacancies on the Board of Directors may be made by a member at an Annual or Special General Meeting, called for that purpose, provided that written notice of the nomination is delivered to the Secretary at least twenty days prior to the date of the meeting. Notice of the nomination must include the name of the nominee and the nominee's acceptance in writing.

Any member may move, at a General Meeting, to adopt, amend, revise or repeal any Article of the Constitution or any By-Law of the Association, provided that written notice of the motion is delivered to the Secretary at least twenty days prior to the meeting.

No error or omission in giving notice of any general meeting or any adjourned meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken at the meeting.

The text of this section shall form part of the notice of any General Meeting provided to the members of the Association.

## SECTION 6

### VOTING AT A GENERAL MEETING

Each member of the Association shall be entitled to one vote on each question, motion, resolution or nomination at any General Meeting, notwithstanding that the person may qualify as a member under more than one category of membership, or that the person is the parent or legal guardian of more than one player registered with the Association.

A member of the Association may vote in person, or through a duly authorized proxy. A person exercising a proxy need not be a senior member, but before voting, shall produce and deposit with the Secretary sufficient appointment in writing from the senior member who issued the proxy.

No business may be transacted at any General Meeting unless at least thirty members are personally present.

At all General Meetings of members, every question shall be decided by a majority of votes of the members present in person or represented by a duly authorized proxy.

Every question shall be decided, in the first instance, by a show of hands. A declaration by the Chair that a resolution has been carried, or not 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 further proof of the number or proportion of the votes accord in favour or against the resolution.

Any member, present, may demand that the question shall be answered by poll. The demand for poll may be withdrawn, but if not, the question shall be decided by a majority of votes given by the members, present in person or by proxy, and such poll shall be taken in the manner directed by the Chair. The result of such poll shall be deemed the decision of the Association upon the matter in question.

In the case of an equality of votes at any General Meeting, whether upon the show of hands or at poll, the Chair shall be entitled to cast the deciding vote.

## SECTION 7

### COMPOSITION OF THE BOARD OF DIRECTORS

Subject to the Constitution and By-Laws of the Association, the affairs of the Association shall be managed by a Board of Directors who shall have full authority to conduct the business of the Association.

The Board of Directors shall consist of five officers and Directors.

As Officers of the Association, the President, Vice President, Treasurer, Secretary/Registrar shall be, ex officio, members of the Board of Directors, with duties as specified in SECTION 8.

In addition to Officers and Directors, the immediate past president shall be, ex officio, a member of the Board of Directors.

Directors of the Association shall be elected at an Annual General Meeting and shall hold office until the adjournment of the second Annual General Meeting following the Annual General Meeting at which the Director was elected. A Director may be re-elected.

Vacancies on the Board of Directors, however caused, may be filled by resolution of the Board of Directors, so long as a quorum of fifty percent of the Board of Directors remain in office.

A person may only be appointed a Director until the adjournment of the next Annual General Meeting.

If a quorum of Directors do not remain in office, the remaining Officers and Directors shall, within thirty days, convene an Annual General Meeting or a Special General Meeting to fill sufficient vacancies to at least constitute a quorum.

If it is deemed necessary by the Board of Directors to increase the number of Directors to the maximum allowed in SECTION 7(b), a vacancy or vacancies to the number required shall be deemed to have occurred.

Officers and Directors shall receive no remuneration from the Association for acting as such.

## SECTION 8

### DUTIES OF OFFICERS OF THE ASSOCIATION

The President, Vice President, Treasurer, Secretary/Registrar shall be officers of the Association.

At the discretion of the Board of Directors, the positions of Secretary/Treasurer, or Secretary and Registrar may be held by the same person.

No person may be nominated for, acclaimed to or elected to the position of President unless that person has served as an Officer or Director of the Association for at least one year during the preceding two years.

The President may not be nominated for, acclaimed to or elected President for a fifth consecutive term.

The President shall be elected by the members at the Annual General Meeting, and shall hold office until the adjournment of the second Annual General Meeting thereafter.

The duties and responsibilities of the President shall include:

- Chairing meetings of the Board of Directors;
- Signing on behalf of the Association all By-Laws, documents and certificates;
- Co-ordinating the work of the Board of Directors
- Representing the Association at all meetings or functions of senior water polo bodies;
- Representing the Association within the community
- Serving as an ex officio member of all committees of the Association
- Assuming from time to time other duties as may be determined by the Board of Directors;
- Appointing individual Directors to fulfill specific responsibilities, including the offices of Treasurer, Secretary and Registrar, within thirty days of the Annual General Meeting, with the consent of the Board of Directors.

The President may delegate any of the foregoing duties and responsibilities to the Vice Presidents, or any Officer or Director of the Association.

The President shall have full authority to suspend any team, team official, game official or individual player, up to a maximum of fourteen days for conduct prejudicial to the aims and objectives of the Association.

The Vice President shall be elected by the members at the Annual General Meeting, and shall hold office until the adjournment of the Second Annual General Meeting thereafter.

In the absence or inability of the President, the Vice President shall fulfill the duties and responsibilities of President.

If for any reason the position of President becomes permanently vacant, the Vice President shall fulfill the duties and responsibilities of the President until the adjournment of the next Annual General Meeting. If for any reason the Vice Presidency becomes vacant, the Board of Directors may appoint an officer or director to be Vice-President of the Association, who shall so service until the adjournment of the next Annual General Meeting.

The Secretary shall be an ex officio Clerk of the Board of Directors and shall attend all meetings of the Board and ensure that all facts and minutes of the Board's proceedings are recorded in the books of the Association.

The Secretary shall be the custodian of the Seal of the Corporation, instruments of incorporation, correspondence, contracts and other documents belonging to the Association, which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors and to such person or persons as may be named in the resolution.

The Secretary shall ensure all proper notice required by the Constitution and By-Laws of the Association are provided to all members and Directors as required.

The Secretary shall fulfill other duties and responsibilities as may from time to time be determined by the President or the Board of Directors.

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors, at its regular meetings, or when otherwise required by the Board of Directors, an account of all transactions and the financial position of the Association.

The Treasurer shall also perform other duties and responsibilities that may be determined by the Board of Directors.

The Registrar shall process and record all registrations in the manner set forth by the Association and its senior water polo bodies and shall maintain a record of all membership within the Association.

The Registrar shall perform other duties and responsibilities that may be determined by the Board of Directors.

## SECTION 9

### MEETING OF THE BOARD OF DIRECTORS

Except as otherwise required by By-Law, the Board of Directors may hold its meetings at such place or places as it may, from time to time, determine.

The board may appoint a day or days in any month or months for regular meetings at a specific hour and place and for such meetings no notice need be sent.

Meetings may be formally called by the President or Vice President.

On the written direction of four directors, the Secretary must convene a meeting of the Board of Directors within forty-eight hours of receiving the written direction.

Otherwise than provided in SECTION 6(b), the Secretary must, in writing or by telephone, provide each director with notice of meetings of the Board of Directors at least twenty-four hours prior to the time of the meeting. Such notice shall include the date, time and place of the proposed meeting.

The statutory declaration of the Secretary or President that notice has been give pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice.

No error or omission in giving notice, pursuant to this By-Law, for a meeting of the Board of Directors shall invalidate or make void any proceedings taken or held at such meetings. Any director may at any time waive notice of any such meetings and may ratify and approve of any or all proceedings taken or held at such meetings.

Fifty percent plus one of the directors shall form a quorum for the transaction of business.

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of the directors who are present.

The chair does not have a vote except in instances where the vote is evenly divided. In the case of an equality of votes on any matter, the Chair shall cast the deciding vote.

Any votes at any meeting of the Board of Directors shall be taken by secret ballot if so demanded by any director present.

Any director may request a vote by show of hands or poll on any resolution at a meeting of the Board of Directors.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes 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.

In the absence of the President, the Vice President or such other officer or director as the Board may from time to time appoint for such purpose, shall chair the meeting.

## SECTION 10

### RESIGNATION OR IMPEACHMENT

Officers and Directors are required to attend meetings of the Board. Any Officer or Director who fails to attend three consecutive board meetings without notifying the Secretary, either directly or indirectly, of inability to attend, shall be deemed to have resigned.

The members of the Association, subject to the requirements of SECTION 5 requiring proper notice, may, by resolution passed by at least two-thirds of the votes cast by senior members at an Annual General Meeting or a Special General Meeting called for that specific purpose, remove any Officer or Director before the expiration of that person's term of office, and elect another person or persons as set out in this Constitution or By-Laws.

## SECTION 11

### GENERAL POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Subject to the Constitution and By-Laws of the Association the Board of Directors shall:

Have all full and necessary powers and authorities to manage, order, administer and direct the affairs of the Association.

Administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into, and generally may exercise all such powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise, upon such terms and conditions as they may deem advisable.

Have the authority to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable and immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as the directors deem advisable.

Authorize the borrowing of money on the credit of the Association, and the issuing, sale or pledging of the securities of the Association.

Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, obligation or liability of the Association.

From time to time authorize any officer, director, employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions such loans, as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies to be borrowed or remaining due to the Association as the directors may authorize, and generally manage, transact and settle the borrowing of money by the Association.

Set, establish, increase, decrease and determine membership and registration fees, other fees, dues and levies.

Adopt, amend, revise, revoke or repeal the Regulations of the Association.

Subject to the Corporations Act, enact, alter, amend, repeal or revoke the By-Laws of the Association, but such undertakings must be ratified by the senior members at the next Annual General Meeting or a Special General Meeting convened for such purpose.

Exercise the right of prior review and approval of all water polo activities, programs and undertakings in the name of the Association and establish terms, conditions, standards and objectives for them.

Assess, appoint, hire, engage employees of the Association, coaches, assistant coaches, trainers, team managers, referees, and other persons, all of whom shall hold their positions at the pleasure of the Board of Directors.

Establish, appoint and direct the work of various committees to advise it on general or specific issues.

Direct any other undertaking necessary to provide the Association with sound and effective administration.

## SECTION 12

### BOOKS AND RECORDS EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by any two of: the President, Vice President, Treasurer or other persons designated by the Board of Directors. The corporate seal of the Association shall be affixed to the instruments, as require the same.

Contracts, in the ordinary course of the Association's operations, may be entered into on behalf of the Association by any two of: the President, Vice President, Treasurer or other person so authorized by the Board of Directors.

Any two of: the President, Vice President, Treasurer or other person so authorized by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association, in its individual or any other capacity, or as trustee or otherwise and may accept in the name and on behalf of the Association, transfers of shares, bonds, or other securities, from time to time transferred to the Association, and may affix the corporate seal to any such transfers and acceptances of transfers, and may make, execute and deliver under corporate seal and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Any one of the aforementioned persons in SECTION (d) may, alone, endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for that purpose.

Any one of such persons authorized by SECTION(d) may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.

Any and all securities, so deposited, may be withdrawn, from time to time, only upon written order of the Association signed by such officer, officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

The Board of Directors shall see that all necessary books and records of the Association, required by the By-Laws of the Association or by an applicable statute of law are regularly and properly kept.

#### SECTION 13 FINANCIAL AND WATER POLO YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Association shall be on the 31<sup>st</sup> day of August, in each year.

For the purposes of any Articles of the Constitution or By-Laws of the Association, the water polo year of the Association shall be the twelve month period between the 1<sup>st</sup> day of September and the 31<sup>st</sup> day of August each year.

#### SECTION 14 INTERPRETATION

In these By-Laws, and all other By-Laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

This is the end of the OCTWPA Constitution.