

# British Columbia Ultimate Society Constitution and Bylaws

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## Constitution

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1. The name of the Society is: British Columbia Ultimate Society.
2. The Purposes of the Society are:
  - a. To work in conjunction with member organizations, teams and individuals to foster, develop, and grow the sport of Ultimate in all its forms throughout British Columbia;
  - b. To provide a means to facilitate positive and proactive communications with the greater Ultimate community;
  - c. To promote the ideals of sportsmanship and Spirit of the Game and to encourage a positive experience by everyone who plays the sport of Ultimate;
  - d. To work with other governing bodies and organizations to achieve the goals of the Society and for the betterment of the sport of Ultimate; and
  - e. To transact any and all other lawful business for which non-profit organizations may be incorporated pursuant to the laws of the Society Act of BC, and the Business Corporations Act of BC, both as amended from time to time, as well as any successor acts.
3. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
4. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the Income Tax Act (CDN).

# Bylaws

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## Part 1. Interpretation

1. In these By-laws, unless the context otherwise requires,
  - a. “Directors” means the directors of the Society for the time being;
  - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force, all amendments to it and any successor acts;
  - c. “Registered address” of a member means his address as recorded in the register of members;
  - d. “Term” means the time between an annual general meeting and the annual general meeting immediately following the next annual general meeting (typically two years);
  - e. “Officer term” means the time between one annual general meeting and the immediate next annual general meeting (typically one year).
2. The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## Part 2. Membership

### Applications for Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with the By-laws, and, in all cases, have not ceased to be members.
5. A person may become a member in two ways:
  - a. A person may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, that person becomes a member.
  - b. The organizer of a team, league or event may apply on behalf of a group of people to the Directors or their designate and, upon acceptance by the Directors or their designate, all persons in that group become members.

6. Each member shall inform the Secretary or his designate of his up-to-date address and e-mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
7. Every member shall uphold the Constitution and comply with these By-laws.
8. The Directors shall determine the start and end dates for the annual membership period.
9. The Directors shall determine the annual membership dues. The Directors may waive, in whole or in part, membership dues for any member.

### **Cessation of Membership**

10. A person shall cease to be a member of the Society:
  - a. by delivering his/her resignation in writing to any Director or by mailing or delivering it to the address of the Society;
    - i. A member who has resigned in good standing may again become a member for the current year.
  - b. on his/her death;
  - c. on having been a member not in good standing for a period 90 days; or
  - d. on being expelled.
11. The members or the Directors may only expel a member according to these By-laws by the two alternatives described below.
  - a. Expulsion of Members by the Membership
    - i. A member may be expelled by a special resolution of the members passed at a general meeting.
    - ii. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
    - iii. The person who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the said meeting, previous to the resolution being put to a vote.
  - b. Expulsion of Members by the Directors
    - i. The Directors may, by a two-thirds vote of Directors, expel a member for any reason.

- ii. A member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

### **Members and Good Standing**

12. All members are in good standing except a member who:
  - a. has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society; or
  - b. has been suspended for a period of time by the Directors or their designate for being in contravention of the Society's disciplinary policies, as approved by the Directors;
13. Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

## **Part 3. Meeting of Members**

14. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.
16. The Directors may, whenever they think fit, convene an extraordinary general meeting.
17. The Directors shall give no less than 14 days written or electronic notice for all general meetings of the Society to members entitled to receive notice of a general meeting.
18. Notice of a general meeting shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of that business.
19. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
20. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

## **Part 4. Proceedings at General Meetings**

21. Special business is:

- a. All business at an extraordinary general meeting except the adoption of rules of order;  
and
  - b. All business that is transacted at an annual general meeting, except
    - i. The adoption of the rules of order;
    - ii. The consideration of the financial statements;
    - iii. The report of the Directors;
    - iv. The report of the auditor, if any;
    - v. The election of Directors;
    - vi. The appointment of the auditor, if required; and
    - vii. Such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
22. Proposed New Business items must be submitted to the Directors at least 7 days prior to the Annual General Meeting.
  23. Notice of any special business shall contain sufficient information to permit each member to make an informed decision.
  24. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
  25. If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended.
  26. A quorum is 20 members present or such greater number as the members may determine at a general meeting.
  27. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.
  28. The President of the Society, the Vice President or, in the absence of both, once of other Directors present, shall preside as Chairperson of a general meeting.
  29. If at a general meeting:

- a. there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - b. the President and all the other Directors present are unwilling to act as Chairperson;
- then the members present shall choose one of their number to be Chairperson.
- 30. A general meeting may be adjourned from time to time, and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
  - 31. When a general meeting is adjourned for 10 days or more, notice of the adjournment meeting shall be given as in the case of the original meeting.
  - 32. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
  - 33. No resolution proposed at a meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.
  - 34. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
  - 35. A member in good standing present at a meeting of members is entitled to one vote.
  - 36. Voting is by show of hands, unless the members present otherwise decide.

## **Part 5. Proxy Voting**

- 37. Unless the Directors otherwise determined, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy thereof shall be deposited with the meeting Chairperson previous to the meeting or at the commencement of the meeting.
- 38. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society before the vote was given;
- 39. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy holder whether for a specified meeting or otherwise, shall be in the form of the following, or in any other form that the Directors shall approve:  
"I, \_\_\_\_\_, a member in good standing of the British Columbia Ultimate

Society, do hereby appoint \_\_\_\_\_, of \_\_\_\_\_, (or failing her/him, \_\_\_\_\_, of \_\_\_\_\_), a member in good standing, as my proxy vote for my person and on my behalf at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_ .  
Dated this \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_ .

40. A proxy is valid for one meeting or any adjournment thereof.
41. The proxy holder is only authorized to represent or act in faith of one person at a time, and any one meeting or adjournment thereof.

## **Part 6. Directors and Officers**

### **General Powers of Directors**

42. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provision of:
  - a. all laws affecting the Society;
  - b. these By-laws; and
  - c. rules, not being inconsistent with these By-laws, which are made from time to time by the Society in the general meeting.
43. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### **Number and Qualifications of Directors**

44. There shall be seven Directors or such other number appointed upon incorporation.
45. A Director should be a member. However, the failure of a Director to be a member shall not invalidate his appointment, election, or continuance as a Director.
46. Nominations for Director elections must:
  - a. be received by the Directors no later than one week previous to the annual general meeting; and
  - b. include the full name of the Nominee, signature of the Nominee or other confirmation of acceptance of the nomination, contact information including email address and residential address, and a brief summary outlining the Nominee's qualifications.



### **Terms of Directors and Their Replacement**

47. The first Directors shall retire at the first annual general meeting following the incorporation.
48. Directors shall be elected at the annual general meeting.
  - a. At the first annual general meeting after incorporation, four directors shall be elected for full terms (two years), and three directors shall be elected for half-terms (one year).
  - b. At all subsequent annual general meetings, to replace directors whose terms have expired, directors shall be elected for a full term (typically two years).
  - c. In the event of a mid-term resignation or dismissal, directors may be elected for a half-term, by decision of the Directors, to preserve the overall balance of the election cycle.
49. Directors shall be elected via secret ballot. A simple majority is required for election.
50. Directors shall retire at the expiration of their term, when their successors shall be elected. Directors may be re-elected.
51. The Directors may at any time appoint a member as a Director to fill any Director vacancy.
52. A Director appointed by the Directors holds office until the next annual general meeting.

### **Removal of Directors or Officers by Membership**

53. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.
54. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
55. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

### **Quorum**

56. The presence at any meeting of the Board of at least 51% of the Directors in office shall constitute a quorum and shall be necessary to transact any business.
57. The consent of the majority of the full Board of Directors, whether present and voting or not, shall be required for passage of any measure before the Board of Directors.
58. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.

59. The Directors shall meet at least four times per annum.
60. The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.
61. The Directors shall elect from among their number Officers who shall be responsible for the day-to-day workings of the Society. The officer positions shall be President, Vice-President, Secretary and Treasurer.
62. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
63. Officers shall serve for one Officer Term, upon election.
64. The Directors may at any time appoint a Director to fill any Officer vacancy.
65. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

#### **Committees of the Directors**

66. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.
67. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act of thing done in exercise of those powers to the Directors.
68. Subject to directions of the Directors, the Committee shall determine its own procedure.
69. The members of a Committee may meet and adjourn as they think proper.

#### **Miscellaneous Matters**

70. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.
71. Each Director shall inform the Secretary or his designate in writing of his up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.
72. Notices may be given to Directors in the same manner as notices are given to members.
73. No Director or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
74. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.

75. In case of an equality of votes, the Chairperson does not have a second or casting vote.
76. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

#### **Return of Documents and Property**

77. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

#### **Resolutions in Writing**

78. A resolution in writing, signed by at least two-thirds of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

#### **Meetings Generally**

79. The Directors or Committee of Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws. The meeting may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communication media or in person, are able to communicate with each other.

#### **In Camera Meetings**

80. The Directors or Committee may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

#### **Voluntary Leave of Absence**

81. A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.
82. A short leave of absence may be granted by the President or Vice President as described below.
83. The Directors may grant a regular leave of absence also described below.
84. Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer to the

President. Such short leave of absences and transfer of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the President at that meeting.

85. Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leave of absences and assumption of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the Vice President at that meeting.
86. The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.
87. In case of a conflict between the powers of the President and the Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.
88. Nothing in the preceding sections dealing with the types of leave of absences impairs the power of the Directors under the By-laws to transfer duties and powers among the various Directors and Officers. Such power to transfer duties and powers supersedes the By-laws dealing with leaves of absence.
89. A Director or Officer on an authorized leave of absence need not be sent any notice of meetings of the Directors or Committees.
90. During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

## **Part 7. Duties of Officers**

91. The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.
92. The President is:
  - a. The Chief Executive Officer of the Society;
  - b. The chief spokesperson for the Society; and
  - c. The supervisor of other Directors or Officers.
93. The Vice President shall

- a. Assist the President; and
  - b. Carry out the duties and exercise the powers of the President during any absence of the President.
94. The Secretary, or person designated by the Directors, shall:
  - a. Conduct the correspondence of the Society;
  - b. Issue notice of meetings of the Society and Directors;
  - c. Keep minutes of all meetings of the Society and Directors;
  - d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
  - e. Have custody of the common seal of the Society.
95. The Treasurer, or person designated by the Directors, shall keep such financial records, including books or account, as are necessary to comply with the Society Act, and the Treasurer shall render financial statements to the Directors, members and others when required.
96. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
97. Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.
98. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
99. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
100. A Director shall:
  - a. Act honestly and in good faith and in the best interests of the Society; and
  - b. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
101. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Society Act.

102. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
  - a. The full name and address, including e-mail address, if any;
  - b. The date on which a person is admitted as a member; and
  - c. The date on which a person ceases to be a member.
103. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.
104. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other law.
105. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
106. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - a. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
  - b. Every asset and liability of the Society; and
  - c. Every other transaction affecting the financial position of the Society.
107. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
108. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

## **Part 8. Finances**

109. The fiscal year of the Society shall run from September 1 to August 31, or other such period as determined by the Directors.
110. No part of the Society's income shall be paid, payable or otherwise made available for the personal benefit of any member, except for the following:
  - a. Salaries, wages, fees, per diem and honoraria for services rendered to the Society. Such payments shall be reasonable and in line with those paid in "arm's length" situations for similar services.

- b. Reimbursements to contractors and agents of the Society to assist them in covering their expenses to attend events and meetings as representatives of the Society, provided that the attendance at such events are to further the aims of the Society.
- 111. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality or the foregoing, by the issue of debentures.
- 112. No debenture shall be issued without the sanction of a special resolution.
- 113. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

## **Part 9. Auditors**

- 114. This part applies only where the Society is required or has resolved to have an auditor.
- 115. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.
- 116. At each annual general meeting, the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
- 117. An auditor may be removed by ordinary resolution.
- 118. An auditor shall be informed forthwith in writing of appointment or removal.
- 119. No Director and no employee of the Society shall be auditor.
- 120. The auditor may attend general meetings.

## **Part 10. Inspection of Documents by Members and Directors**

### **Inspection by Members**

- 121. Subject to the Personal Information Protection Act:
  - a. The books and records of the society, with the exception of the current and past memberships lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the Directors;

- b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

## **Part 11. Notice to Members**

- 122. A notice may be given to a member either personally or by mail to him at his registered address. A notice may also be given to a member by emailing it to an email address provided by the member
- 123. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent and when sent by mail, in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 124. A notice sent by email shall be deemed to have been given on the second day following that on which the notice is sent by email, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address provided by the member as required by these By-laws.
- 125. Notice of a general meeting shall be given to:
  - a. Every member shown on the register of members on the day notice is given; and
  - b. The auditor, if Part 10 applies.
- 126. No person, other than those mentioned in the above paragraph, is entitled to receive notice of general meeting.

## **Part 12. By-laws**

- 127. The Constitution and By-laws shall be made available online for review by any member.
- 128. The By-laws may not be altered or added to except by special resolution at a general meeting.

DATE: \_\_\_\_\_