

## **CANADIAN ULTIMATE PLAYERS ASSOCIATION - BY-LAWS**

### **1.0 Corporate Seal**

1.1 An impression of the organization's seal can be found in appendix 'A' of this document.

### **2.0 Name**

2.1 The name of the organization shall be the "Canadian Ultimate Players Association" (herein referred to as the "CUPA".)

### **3.0 Purpose**

3.1 To serve as the governing body of the sport of Ultimate, representing the interests of the sport and the interests of all players in Canada.

3.2 To promote the growth and development of the sport throughout Canada.

3.3 To provide a means to facilitate open and continuous communication within the Ultimate network and the sports community.

3.4 To act as the vehicle through which the ongoing activities of the sport are organized, including, but not limited to: overseeing national and international competition, developing and disseminating educational programs and serving as a medium for the exchange of information.

3.5 To transact any and all other lawful business for which nonprofit organizations may be incorporated under the laws of the "Canada Corporations Act".

### **4.0 Head Office**

4.1 The head office of the Association shall be located in Montreal in the Province of Quebec.

### **5.0 Membership**

5.1 Membership to the "CUPA" shall be open to all enthusiasts of the sport of Ultimate, conditioned that they have paid their annual membership dues. The amount of the annual membership dues shall be determined annually by the Board of Directors.

5.2 Each member shall have one vote in matters requiring a vote by the membership.

5.3 Any member in good standing may submit their resignation in writing to the secretary of the Association. A member who has resigned in good standing may again become a member for the current year.

5.4 The Board of Directors may, by three-quarters majority vote, suspend the membership of any member and recommend to the members at the general meeting the expulsion of that member for behaviour likely to bring discredit to the "CUPA". The expulsion of a member shall not be valid until confirmed by a three-quarters majority vote of members at the general meeting. The person who is the subject of proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

### **6.0 Member's Meetings**

6.1 The annual general meeting of members shall be held in Canada at a time and place as determined by the Board of Directors. Written notice of the meeting shall be placed in the Association newsletter not less than thirty days prior to the meeting and shall specify the place, date and hour of the meeting. Notice of any special business shall contain sufficient information to permit each member to make an informed decision.

- 6.2 Any member of the "CUPA" entitled to vote at a general meeting or in any action taken without a meeting may authorize another person to vote for them by proxy. A proxy shall be in writing signed by the member. Such proxy must be delivered to the secretary of the Association prior to the meeting or action and shall be valid only for the meeting named therein. A reminder of a member's proxy rights shall be included in any notice of any members' meeting.
- 6.3 The members will appoint an auditor to audit the accounts of the Association and to make a report to the members at the next annual meeting. The auditor may not be a director, officer, or employee of the Association.

#### 7.0 Board of Directors

- 7.1 The members shall elect a committee of representatives, which shall be called the Board of Directors. The Board of Directors shall be chosen to represent either geographical regions or special classes of members. The number of directors shall not be less than five nor more than eleven and the regions and classes represented thereby shall be determined annually at the general meeting by a vote of the members.
- 7.2 Each director shall be elected by direct vote of the members represented. A simple majority only shall be required for election. Each director shall exercise one vote.
- 7.3 A director may be removed from office prior to the expiration of their term by a recall election. Such recall elections shall be scheduled by the Board not more than ninety (90) days following presentation to the Secretary of the Association of a recall petition signed by not less than twenty (20) members qualified to vote in an election for that position. A director may resign at any time by giving written notice to the Board.
- 7.4 The applicants for incorporation shall become the first Directors of the Association whose term of office on the Board of Directors shall continue until the first members' meeting after incorporation.
- 7.5 The duties of the Board of Directors shall be to manage the affairs of the Association, to determine policies for the good of the Association in accordance with these by-laws and to implement the execution of these policies.
- 7.6 The Board of Directors shall supervise the expenditure of the Association's funds.
- 7.7 The term for the Board of Directors shall be two years with a maximum of two consecutive terms. To facilitate overlapping terms, one half of the Director positions will be up for election each year.
- 7.8 The Board of Directors shall appoint officers who shall be responsible for the day to day workings of the Association. The positions of these officers shall be Executive Director, Director of Finance, Secretary, and Newsletter Editor. The number of offices may change from time to time as determined by the Board of Directors.
- 7.9 Quorum: The presence at any meeting of the Board of 66% of directors shall constitute a quorum and shall be necessary for the transaction of any business. The consent of a 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.
- 7.10 The Board of Directors shall meet at least once a year, at a time and place as determined by the Board of Directors. The Executive Director shall chair the annual meeting although they will not receive a vote.

7.11 Any director may call a meeting of the Board by giving 28 days notice to each other director and to the Executive Director. Directors may participate in a director's meeting by telephone or any other communication's facilities that permit all persons participating to communicate with each other. Written resolution may be used in place of meeting provided all directors sign.

7.12 The Board of Directors may call special committees, as it shall deem advisable. All such committees shall be chaired by a member and shall serve at the pleasure of the Board.

## 8.0 Officers of the Association

8.1 At the beginning of each term, the Board of Directors shall appoint officers who shall carry on the day to day operation of the "CUPA". These officers shall be the Executive Director, the Director of Finance, the Secretary, and the Newsletter Editor. The same person may hold any two offices except those held by the Executive Director and the Newsletter Editor who may only hold the one position.

### 8.2 The Executive Director

8.2.1 The Executive Director shall be appointed by the Board of Directors for a term of one year and shall serve at their pleasure. The Executive Director shall serve as the chairman of the Board of Directors.

8.2.2 The Executive Director shall be the chief executive officer of the "CUPA". Contracts and documents requiring the signature of the Association shall be signed by the Executive Director and shall be binding on the Association.

8.2.3 The Executive Director shall exercise a general supervision and control over the officers and business of the "CUPA".

8.2.4 The Executive Director shall chair the annual general meeting and the annual Board of Directors meeting.

8.2.5 The Executive Director shall draw up the agendas for all the meetings.

8.2.6 The Executive Director or designate shall represent the "CUPA" to all granting bodies (i.e. Sports Canada, Corporate Sponsorship, etc.)

8.2.7 The Executive Director or designate shall represent the "CUPA" in all correspondence on an international level.

8.2.8 The Executive Director shall report on a regular basis to the Board of Directors.

### 8.3 The Director of Finance

8.3.1 The Director of Finance shall be appointed by the Board of Directors for a term of one year. The Director of Finance shall act as treasurer and controller of the "CUPA". The Director of Finance shall have the care and custody of all funds and keep full and accurate accounts of all receipts and disbursements. The Director of Finance shall deposit all monies or other valuable effects in the name, and to the credit of the Association and in such banks as may be determined by the Board of Directors. The Director of Finance shall present a report on the financial affairs of the "CUPA" to the annual meeting of the members and prepare a report to be published in the newsletter each year. The Director of Finance shall be responsible for drawing up the annual budget for the "CUPA" for the approval of the Board of Directors. The Director of Finance may be removed from the office at any time by a vote of the Board of Directors.

8.4 Secretary

8.4.1 The Secretary shall be appointed by the Board of Directors for a term of one year and shall be responsible for giving notice of all meetings for the Board of Directors and recording all minutes of the meetings.

8.4.2 The Secretary shall maintain a file of all minutes recorded. The Secretary shall update the membership list and have custody of the corporate seal. The Secretary shall perform all duties incident to their office and have such additional powers and duties as may be prescribed by the Executive Director or the Board of Directors.

8.5 Newsletter Editor

8.5.1 The Newsletter Editor shall be appointed by the Board of Directors for a term of one year. The Newsletter Editor shall ensure the Association newsletter is published at least four times annually and is made available to each member. The newsletter editor may be removed from office at any time by a vote of the Board of Directors.

9.0 Amendments

9.1 Amendments to the by-laws may be made at any meeting of members and requires at least a two-thirds vote in favour to pass. Such amendments shall not be enforced until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

9.2 Any member may propose an amendment.