

CANADIAN ULTIMATE PLAYERS ASSOCIATION

BY-LAW NO. 1

**A by-law to regulate the general
affairs of the Corporation.**

This by-law is to replace the previous general By-Laws.

BE IT ENACTED AND IT HEREBY ENACTED as a by-law of

CANADIAN ULTIMATE PLAYERS ASSOCIATION

(hereinafter called "CUPA") as follows:

PURPOSE

- (1) To serve as the governing body of the sport of Ultimate, representing the interests of the sport and all ultimate players in Canada;

To promote the growth and development of the sport of Ultimate throughout Canada;

To provide a means to facilitate open and continuous communications with the Ultimate network and within the sports community;

To act as the vehicle through which the ongoing activities of the sport of Ultimate 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;

To foster goodwill and sportsmanship according to the spirit of the game of ultimate;

To undertake other complementary activities which benefit the Ultimate community in Canada and are not inconsistent with these goals; and

To transact any and all other lawful businesses for which non-profit organizations may be incorporated pursuant to the laws of the Canada Corporations Act.

MEMBERSHIP

- (2) The members of CUPA shall be enthusiasts of the sport of ultimate who shall have paid their membership dues and meet any other conditions that the Board of Directors of CUPA (the "Board") may from time to time determine.
- (3) Any member shall be entitled to one vote at all meetings of members of CUPA and in matters requiring a vote of the membership.
- (4) Any member may withdraw from the Corporation by delivering to CUPA a written resignation and lodging a copy of same with the Secretary of CUPA.

- (5) Any member may be required to resign by a vote of three-quarters of the members present and voting at a special general meeting of members.

HEAD OFFICE

- (6) The Head Office of CUPA shall be located in the City of Montreal in the Province of Quebec or in such other location as the Board may from time to time determine.

DIRECTORS

- (7) The property and affairs of the Corporation shall be managed by a board of directors of a fixed number of a minimum of fourteen (14) directors and a maximum of twenty (20) directors elected from the members of the Corporation.
- (8) The Board is authorized to determine from time to time the number of directors on the Board within the minimum and maximum numbers provided for in this by-law as the same may be amended from time to time and to determine the geographic regions of Canada and constituencies for these purposes.
- (9) Each geographical region of Canada is entitled to be represented by a minimum of two (2) directors. The two regions with the greatest number of members as at the end of the prior calendar year before when the directors are elected are each to be entitled to be represented by a third director.
- (10) To the extent that each region is represented by the requisite minimum number of directors, other directors may be elected or appointed by the Board either to represent regions or at large or to represent constituencies to fill the remaining number of directors on the Board as then constituted.
- (11) A director shall hold office until the second annual meeting of members following his or her election. Subject to their respective terms, one-half of the then-determined number of director positions representing the regions shall be up for election each year to facilitate overlapping terms.
- (12) The office of a director shall be automatically vacated:
- (a) if they resign their office by notice in writing delivered to the Secretary of CUPA;
 - (b) if they cease to be a member;
 - (c) if by resolution passed by a three-quarters vote of those present at a special general meeting of the members called for that purpose, they are removed from office;
 - (d) if they become bankrupt, are found to be mentally incompetent or become of unsound mind or die;

provided that if any vacancy shall occur for any reason the remaining directors on the Board may by resolution fill the vacancy from among the members.

- (13) Directors as such shall not receive any remuneration for their services but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board.
- (14) The Board may exercise or direct the exercise of all such powers of CUPA as are not by the Canada Corporations Act or by this by-law required to be exercised by the members at general meetings.
- (15) The Board shall have power to authorize expenditures on behalf of CUPA from time to time and may delegate by resolution to an officer or officers of CUPA the right to employ and pay salaries or compensation to employees or independent contractors.

EXECUTIVE COMMITTEE

- (16) An Executive Committee of the Board is to be created to co-ordinate the affairs of CUPA and to act on behalf of the Board between meetings of the Board.
- (17) The Executive Committee shall be comprised of the duly-elected or appointed officers of CUPA and such other members of the Board as the Board shall appoint.
- (18) The President of CUPA is to serve as the chairman of the meetings of the Executive Committee unless he or she cannot attend in which case the members of the Executive Committee will select an acting chairman for that meeting.
- (19) Subject to the by-laws of the Corporation, the Executive Committee may from time to time establish rules and procedures to govern its conduct.

EX OFFICIO DIRECTORS

- (20) There shall be created a category of officers of CUPA to be designated as ex officio directors subject to the provisions herein set forth.
- (21) Ex officio directors shall be entitled to all rights and privileges of directors of CUPA with the exception of the right to vote at meetings of the Board.
- (22) Ex officio directors may be appointed annually by the Board in such numbers as the Board shall from time to time determine.
- (23) Ex officio directors shall be eligible for re-appointment subject to the provisions of any nominating policy established by the Board.
- (24) Ex officio directors as such shall not receive any stated remuneration for their services but, by resolution of the Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board.

OFFICERS

- (25) The officers of CUPA shall be the Chairman, President, the Vice-President, Finance and one or more other Vice-Presidents one of whom may be designated Senior Vice-President, and the Secretary and such other officers as the Board may determine from time to time and appoint. These officers shall be elected by the Board from among their number. The offices of Chairman, President, Vice-President, Finance and Secretary shall be occupied by different persons.
- (26) The Chairman, and failing him or her the President, shall where possible chair meetings of the members and of the Board. Otherwise, the chairman of a meeting shall be elected from among those present.
- (27) The President shall be the chief executive officer of CUPA and shall be an ex-officio member of all standing committees.
- (28) In the absence or disability of the President, the Senior Vice-President if one is appointed or, if not, the person that is elected by the Board from among their number shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board may determine from time to time by resolution.
- (29) The Secretary shall perform such duties as the Board may determine from time to time by resolution.
- (30) The Vice-President, Finance shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to CUPA and cause financial statements of CUPA for the just-completed fiscal year and any of the financial statements the Board may from time to time require to be prepared and presented to the members. They shall deposit to the credit of CUPA in a bank or trust company to be named by the Board all sums of money received by them for CUPA. They shall disburse the funds of CUPA in the regular course of its work or as they may be ordered or approved by the Board.
- (31) The Board may employ such agents, engage such employees and retain such consultants as it shall deem necessary from time to time and such persons shall perform such duties as prescribed by the Board at the time of such appointment and shall be paid such remuneration as the Board may determine from time to time by resolution.
- (32) The Board may establish standing committees in connection with the work of CUPA and may prescribe rules and regulations not inconsistent with these by-laws relating to the management and operation of CUPA.

MEETINGS

- (33) The annual meeting of the members of CUPA shall be held at a place, time and date to be determined by the Board and written notice thereof shall be sent to all members in good standing or shall otherwise be provided by means of the general communication facilities with the membership including internet website posting, e-mail, telecopier and other electronic communications with the members at least twenty-one days before the date fixed for each meeting. Other special general meetings of members of CUPA may be called at any time by decision of the Board with the same notice. The quorum at any meeting of members of CUPA shall be ten members.

- (34) A member may appoint as their proxy any other member to vote at any annual or special general meeting of members of CUPA pursuant to rules established by the Board.
- (35) At all meetings of the Board or of members, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by this by-law.
- (36) The meetings of the Board shall be held at the call of the Chairman, President, a Vice-President or the Secretary or any two directors on at least forty-eight hours' notice unless all directors not present waive notice thereof.
- (37) The quorum at any meeting of the Board shall be at least two-fifths of the then-appointed directors. The quorum for a meeting of the Executive Committee shall be at least two-fifths of the then-appointed officers or three (3), whichever is larger.
- (38) Meetings of the members, Board, Executive Committee or any committees may be held in person or by conference telephone call and decisions may also be made by internet, fax or letter voting.
- (39) At all meetings of the members, directors or committees, the chairman thereof shall have a casting vote in the case of a tie in addition to their regular vote.

AUDITOR

- (40) The members shall at each annual meeting appoint an auditor to audit the accounts of CUPA to hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

FISCAL YEAR

- (41) The financial year of CUPA shall terminate on such date in each year as may be fixed from time to time by the Board.

BORROWING AND SECURITY

- (42) Without limiting the powers of CUPA as set forth in the Act, but subject to the Articles of CUPA, the Board may from time to time on behalf of CUPA, without authorization of the members:
 - a. borrow money upon the credit of CUPA;
 - b. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of CUPA, whether secured or unsecured;
 - c. to the extent permitted by the Canada Corporations Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee on behalf of CUPA to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently-owned or subsequently-acquired real or personal, movable or immovable property of CUPA including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness, liability or obligation of CUPA.

Nothing herein limits or restricts the borrowing of money by CUPA on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of CUPA.

AMENDMENTS OF BY-LAW

- (43) This by-law may be repealed or amended by by-law enacted at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members present and voting at a meeting duly called for the purpose of considering the said by-law.

SEAL AND SIGNATURE OF DOCUMENTS

- (44) The Secretary shall have the custody of the corporate seal which shall be in such form as shall be approved by the Board. Contracts, documents or other instruments in writing requiring execution by CUPA shall be signed by any two of the Chairman, President, a Vice-President, the Treasurer, the Secretary or other officer, provided however that the Board shall have power from time to time by resolution to appoint persons on behalf of CUPA to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents and instruments in writing.

WINDING UP

- (45) In the event of CUPA being wound up or otherwise dissolved, its net assets, after payment of all debts and liabilities, will be transferred to a Canadian charitable or not-for-profit corporation having objectives similar to CUPA as approved by the Board and ratified by the members.

EFFECTIVE DATE

- (46) This by-law shall come into force when approved by the members and the Board in accordance with the Canada Corporations Act.

REPEAL

- (47) The previous general by-laws are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the ability of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Canada Corporations Act) or predecessor charter documents of CUPA obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

The foregoing By-law No. 1 is hereby adopted by the members of CUPA.

DATED this 20th day of August, 2006.

Chairman

Secretary

ENACTED this day of August, 2006.

WITNESS the corporate seal of CUPA.

President

Secretary