

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

OTTAWA CARLETON ULTIMATE ASSOCIATION

(the "Association")

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BE IT ENACTED as a by-law of the Association as follows:

SECTION 1 – General

1.01 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "board" means the board of directors of the Association and "director" means a member of the board;
- d) "by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- e) "meetings of members" includes an annual meeting of members or a special meeting of members;
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- g) “proposal” means a proposal submitted by a member of the Association that meets the requirements of section 163 of the Act;
- h) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Association shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons of the board of directors may by resolution from time to time designate, direct or authorize.

1.07 **Annual Financial Statements**

The Association will post, no later than six month's after year end, a copy of the annual financial statements on the Association's website to which the members have access and will publish a notice to its members on the website stating that the annual financial statements have been posted. The notice will also state that copies of the annual financial are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office.

SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 **Membership Conditions**

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available only to individuals interested in furthering the Association's purposes.

Membership shall be open to any one person who submits an annual waiver to the Association and participates on any OCUA sanctioned team or league.

Each member shall pay annual membership dues as determined by the Board of Directors.

Each member shall be entitled to receive notice of, attend and have one vote in Members' meetings, provided he/she has been a member in good standing for more than 30 days prior to the meeting.

Individual members under the age of 16 shall be represented by a parent or guardian.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 **Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make an amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Association has a system that:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) Permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Membership dues for will be determined annually by the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

3.02 Termination of Membership

A membership in the Association is terminated when:

- a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c) The member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed;
- d) The member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- e) The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;

- f) The member's term of membership expires; or
- g) The Association is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.03 **Discipline of Members**

The board shall have the authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a) Violating any provisions of the articles, by-laws, or written policies of the Association;
- b) Carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- c) For any other reason that the board in its sole and absolute discretion consider to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from the membership in the Association, the Executive Director, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Executive Director, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director, the Executive Director, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from the membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Board or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members shall be 2% of the members entitled to vote at the meeting with a minimum of 80 members entitled to vote present. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If quorum is not met at an Annual General meeting, the Board of Directors shall schedule and announce to members a replacement meeting to take place between 14 and 21 days from the date of the Annual General Meeting it replaces. Quorum at a replacement meeting shall be the number of members present and eligible to vote at the replacement meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.05 Special Meeting

A special meeting of the Association can be called by a minimum of 2% of the individual members eligible to vote. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

4.06 Meetings by Electronic Means

A meeting of members may be held by means of telephone, electronic or other communication facility, as determined by the Board that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

4.07 **Proxy**

An individual member eligible to vote may proxy his vote to any member eligible to attend the meeting (no one person may hold more than five proxy votes at one meeting) if:

- a) the proxy is received by the Association prior to the start of the members' meeting;
- b) the proxy clearly states the date of the meeting; and
- c) the proxy clearly states to whom the proxy is given.

SECTION 5 – DIRECTORS

5.01 **Nominations**

Prospective candidates will be nominated by the Nominations Committee or by the membership.

Nominations Committee – The Board will appoint a nominations committee which is charged with identifying accomplished candidates for each available position. Nominations shall be in writing and shall bear the signatures of the nominee and the chair of the nominations committee and shall be delivered at the time and place as directed by the Elections Officer. Candidates nominated by the nominations committee will be designated “Nominated by the nominations committee” in the Association’s published election material.

Nominations from membership – A member of the association may be nominated by the members. General nominations, in writing, shall bear the signatures of the delegates of twenty-five members.

5.02 **Election**

Directors shall be elected by the individual members at the annual general meeting of members from a list of qualified candidates for directors. Each individual member attending in person or by proxy shall have such number of votes as there are positions to be filled. An individual member may cast only one vote per candidate. The candidate or candidates having the largest number of votes for the positions available shall be elected as directors. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution at the next duly called Board meeting immediately following the elections.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Association not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be deal with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** – The chair of the board shall be a director and is appointed by the Board of Directors. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b) **Executive Director** – The executive director of the Association shall be hired by the Board of Directors and is responsible for implementing the strategic plans and policies of the Association. The executive director shall, subject to the authority of the board, have general supervision of the affairs of the Association.
- c) **Secretary** – The secretary is appointed by the Board of Directors and shall report to the Board. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- d) **Treasurer** – The treasurer is appointed by the Board of Directors and shall report to the Board. The treasurer shall ensure staff are properly maintaining the care and custody of the funds of the Association, subject only to the limitations of these by-laws and decisions made by the Board. The treasurer shall ensure the Association has at least one account with a chartered bank, a credit union, or a trust company for the deposit of funds. The treasurer shall ensure staff and/or the bookkeeper are keeping proper accounting records with respect to all financial transactions affecting the Association. The treasurer shall oversee the financial operations of the Association following proper accounting practices. The treasurer shall not be insolvent (bankrupt) as an individual, nor can the treasurer have been convicted of fraud.
- e) **Elections Officer** – The elections officer is appointed by the Board of Directors. The elections officer is the chief electoral officer of the Association and is responsible for directing and overseeing the elections process. The elections officer shall establish rules in accordance with these articles to govern the elections of the Association. These shall be published by the Association no later than July 1st of each year.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or executive director requires of them. The board may from time to time and subject to the Act, vary, add or limit the powers and duties of any officer.

7.02 **Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – NOTICES

8.01 **Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 or 134; or
- b) if mailed to such person or such person's recorded address by prepaid ordinary or air mail;
or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to a recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency for its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a

law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with Ontario legislation. The parties agree that all proceedings relating to arbitration shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the ____ day of _____, 2013 and confirmed by the members of the Association by special resolution on the _____ day of _____, 2013.

Dated as of the _____ day of _____, 2013

[indicate name of director/officer]