

OCUA Bylaw Changes

OCUA is a member-owned, not-for-profit corporation. Anyone who registers on OCUA's website becomes both an owner and a member of OCUA. That means OCUA has a few thousand owners, most of whom would rather be playing Ultimate. To manage our company we delegate its operation to our elected Board of Directors.

The Bylaws are the legal document that defines the relationship between members and directors.

Recent legislation requires OCUA to update its bylaws if we are to remain incorporated.

A volunteer Governance Committee (GC) was formed and the GC has produced a draft for consultation with the members and to get the discussion started.

This is a work in progress. Your thoughts, ideas, suggestions and criticisms are welcome and encouraged. We want to know what you think so we can produce the best possible bylaws.

Below are a list of the significant changes we are proposing so far. Following that is a colour-coded version of the bylaws to highlight these proposals.

Very Brief Summary of Proposed Bylaw Changes with Reason for the Change:

For clarity, a definitions section was added.

OCUA Signing Authority Clarified, proposal permits the Board to authorize different signing officers depending on the circumstances. This facilitates OCUA operations.

The three membership classes currently existing get changed to a single membership class. Previously OCUA defined individual, associate, and honorary membership classes. These are replaced with a single new category. The new legislation has a rule partially restricting future bylaw changes in not-for-profits with multiple membership classes. To avoid this future restriction the GC proposes moving to a single membership class.

Change in the threshold required to remove a director from 2/3 to a majority. This makes it easier for the members to get rid of a poor director.

Change in the Board's Borrowing Restriction. Previously the Board could borrow without limit for capital projects but could not borrow at all for any other purpose. That is replaced with a total borrowing restriction of \$100,000.00 regardless of expenditure.

New option created to permit a year-end financial review of the books. This permits the members to authorize either a financial review or an audit of OCUA's books. A financial review is less expensive and less comprehensive.

Notice Requirements for a Special Meeting Increased from 14 days to 21 days. Simple change to increase the notice requirements.

Method of Providing Notice Changed from Mail to E-Mail and Website. The change reflects how OCUA communicates with its members already. It's time to bring the bylaws into the 21st century.

Change in Quorum Requirement for a Board Meeting. From 5 directors to 4 directors. This was changed to give the Board more flexibility to hold proper meetings in the event that a director becomes ill or is otherwise unable to attend.

Required Notice for a Board Meeting changed to 7 days. Previously 48 hours. The GC thought 48 hours was insufficient notice.

Removal of Chair, Treasurer, or Secretary changed to require a majority vote. Current bylaws require a 2/3 majority to remove these persons. The GC believes that if any of these positions lose the confidence of a majority of the Board that the Board should be able to dismiss them.

Elections Officer Position Eliminated. The elections officer was created when OCUA held elections over the two playoff weekends at UPI. Now that the election is held at the AGM the position is no longer needed.

Dispute Resolution Method Added. Recognizes that mediation and arbitration will be used to resolve disputes to avoid the cost of settling disputes in the courtroom.

Colour-Coded Version Showing Proposed Changes to OCUA's Bylaws 2014

Legend:

Unchanged Text

New Text

Removed Text

Comments:

The purpose of this document is to highlight in one place proposed changes to OCUA's bylaws. It does this by colouring **new text in blue** and **removed text in red**. Unchanged text is coloured black.

It should be noted that some bylaw sections were reordered. When unchanged text was relocated within the bylaws we kept that text black. What may appear to be a change in one section may in fact be just the relocation of the relevant clauses.

For full clarity, members are advised to directly compare the proposed changes to our current bylaws.

By-laws relating generally to the conduct of the affairs of
Ottawa-Carleton Ultimate Association- Bylaws (rev. 20104)
(hereinafter “the Association”)

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

SECTION 1 - General

1.01 Definitions

- a) “Act” means the Canada Not-for-Profit Corporations Act, SC 2009, c 23, as amended, including regulations made from time to time pursuant to the Act;
- b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, or reorganization;
- c) “Board” means the Board of Directors of the Association;
- d) “director” means a member of the Board;
- e) “meetings of members” includes an annual meeting of members or a special meeting of members;
- f) “national capital region” means the region as described in the Schedule to the National Capital Act, RSC 1985, c N-4.
- g) “ordinary resolution” means a resolution passed by a majority of the votes cast on that resolution;

h) “proposal” means a proposal submitted by a member of the Association that meets the requirements of section 163 of the Act;

i) “special resolution” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.02 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.

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

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any one (1) of the members of the Board of Directors or Executive Director as long as there has been prior approval obtained from the Board of 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, or documents pertaining to a particular event or situation, 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.

Contracts and documents requiring the signature of the Association shall be approved by the Board of Directors and signed by the Chairperson or the Executive Director and shall be binding on the Association.

1.04 Purpose

To organize and promote the growth and development of the sport of Ultimate throughout the National Capital region;

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

To represent regional Ultimate teams and players to both governmental and non-governmental authorities and institutions;

To obtain and manage the necessary finances, personnel, and equipment for the benefit of the sport of Ultimate;

To organize, promote and develop interest and participation in ultimate;

To seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Association, to promote the sport of Ultimate;

To provide opportunities for all individuals and to encourage and promote proficiency and excellence in all aspects of ultimate; and

To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.

1.05 Head Office

The head office of the association shall be located in The City of Ottawa in the Province of Ontario.

1.06 Interpretation

Except as provided in the Act, the Board will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the **objectives Statement of Purpose** of the Association.

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

1.07 Roberts Rules

Unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

SECTION 2 - Membership

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Association. There shall be three distinct classes of members. These shall be Individual Members, Associate Members, and Honourary Members. Membership in the Association shall be available only to individuals interested in furthering the Association’s purposes.

Any member may resign from the Association at any time.

Individual Members

Individual Membership shall be open to any one person individual who participates on any OCUA-sanctioned team or league and who applies to the Association, pays annual membership dues as determined by the Board, and fulfils such annual registration requirements as are determined from time to time by the Board.

The Association shall organize and operate a summer Ultimate league for the sole benefit of Individual Members.

Individual members under the age of 16 shall be represented by a parent or guardian who shall have a vote in members meetings for each member he or she represents.

Associate Members

1. Associate membership shall be open to any group or individual who shares in the aims and objectives of the Association, who applies for membership in the Association, and who is approved for membership by the Board of Directors.

2. Membership dues and membership duration for Associate Membership shall be determined on a case-by-case basis by the Board of Directors.

3. Associate members shall not receive voting rights in the Association, however each Associate Member may designate one representative to attend any meeting of the Individual Members.

Honourary Members

1. The Board of Directors may invite an individual to become an Honourary Member of the Association.

2. Membership dues and membership duration for Honourary Membership shall be determined on a case-by-case basis by the Board of Directors.

3. Honourary members shall not receive voting rights in the Association, however each Honourary Member may attend any meeting of Individual Members.

2.02 Discipline of Members

The Board may make policies and procedures relating to discipline of members, and will have the authority to discipline members in accordance with such policies and procedures, including the suspension or expulsion of members. Suspension or expulsion of a member must be ratified by a 2/3 vote of the Board and the member in question shall have the right to be heard at such a meeting.

SECTION 3 - Board of Directors

3.01 Number of Directors

The Association shall be governed by the Board of Directors, which shall consist of 7 individuals.

3.02 Election of Directors

Directors shall be elected by the **Individual** Members at the Annual General Meeting of Members from a list of qualified candidates for directors. **If there are an equal number of candidates as there are vacancies, the candidates shall be acclaimed to the vacant positions.** Each **Individual** Member attending in person or by proxy shall have such number of votes as there are positions to be filled. A **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.

3.03 Qualifications

A director must be 18 years of age or older and have the following qualifications:

- a) Be a Member of the Association in good standing;
- b) Reside in the National Capital Region; and
- c) Not be an undischarged bankrupt.

A director shall cease automatically to be a director upon no longer holding any one or more of these qualifications.

3.04 Nominating Directors

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. Candidates nominated by the nominations committee will be designated "Nominated by the Nominations Committee" in the Association's published election material.

Nominations from the Membership

A candidate for director of the Association may be nominated by the Members. General nominations, in writing, shall bear the signatures of the delegates of twenty-five Members.

The election of Directors will take place at the Annual General Meeting by those Members eligible to vote attending in person or by proxy.

3.05 Director Term

The three candidates receiving the most votes shall serve for a two-year term that shall commence on the day following the Annual General Meeting in which they are elected. Other elected directors shall serve a one-year term that shall commence on the day following the Annual General Meeting in which they are elected. In the event of a tie or if the election is uncontested such that it is indeterminate which candidate is the

recipient of the one year term, then the one year term shall be determined by lot amongst the indeterminate candidates.

3.06 Fiduciary Duty

All Directors shall act honestly and in good faith and in the best interests of the Association.

3.07 Policy Manual

The Board shall maintain a policy manual, outlining policies and operating procedures that would not normally be contained in the by-laws. Nothing contained in the Policy Manual may supersede the authority of the bylaws.

3.08 Remuneration

No Director shall be remunerated for their services, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

3.09 Removal of Directors

A Director may be removed from office prior to the expiration of his or her term by a motion to recall presented at a special meeting. Such a special meeting shall be scheduled by the Board not more than 90 days following presentation to the President of the Association of a recall petition signed by not less than 2% of Individual Members. The Annual General Meeting is considered to be a special meeting. The motion to recall must be approved by a 2/3 majority of votes on the motion.

In accordance with section 130 of the Act, the Members of the Association may by ordinary resolution at a members meeting remove any director or directors from office.

A Director may also be removed from office through death or by resignation, by sending a letter to any member of the Board of Directors indicating his/her intent to resign.

A Director may resign by sending a letter to all members of the Board of Directors indicating his or her intent to resign.

3.10 Vacancy

Should a vacancy occur on the Board of Directors, the remaining directors shall, to the best of their ability, appoint a member of the Association to serve in the position of director until the next Annual General Meeting, in accordance with section 128(8) of the Act.

SECTION 4 – Finance

4.01 Borrowing Power

The Board of Directors may borrow money upon the credit of the Association to pursue projects which are capital in nature or to meet any other needs the Board of Directors deems necessary as long as the Association's total indebtedness does not exceed \$100,000.

4.02 Annual Financial Statements

The Individual Members will appoint an auditor to review or audit the accounts of the Association and make a report to members at the annual meeting. The auditor may not be a director, officer, or employee of the Association.

4.03 Financial Year

The financial year of the Association shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

SECTION 5 – Members Meetings

5.01 Annual Meeting

The Association shall hold an annual general meeting of Individual Members each year at a time and place in Canada as arranged by the Board of Directors

5.02 Attendance

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.

5.03 Chairperson of the Meeting

The Chair of the Board of Directors will chair all meetings of members. In the event that the Chair of the Board of Directors is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.04 Special Meeting

In accordance with section 160(3) of the Act, the directors may at any time call a special meeting of members.

In accordance with section 167 of the Act, members may requisition the directors to call a special meeting of the Association can be called by for the purposes stated in the requisition. The requisition shall bear the signature of a minimum of 2% of the Individual members eligible to vote. Upon receiving a proper requisition, the

directors shall, in accordance with section 167(3) of the Act, call a meeting of members to transact the business stated in the requisition.

5.05 Record Date

Each Individual Member shall have one vote in Members Meetings, provided he/she has been an Individual Member in good standing for more than 30 days prior to the meeting.

All members in good standing 30 days before the members meeting shall be entitled to receive notice of, and entitled to vote at, the members meeting.

Any member not in good standing 30 days before the meeting may be entitled to vote at the meeting if the member becomes in good standing prior to the meeting. For greater clarity, this does not apply to new members who register between the record date and the meeting.

5.06 Quorum

If there are more than 4000 members eligible to vote, the presence, in person or in proxy, of 2% of members eligible to vote shall constitute a quorum.

If there are fewer than 4000 but more than 200 members eligible to vote, a quorum for a meeting shall be 80 members attending in person or by proxy.

If there are fewer than 200 members eligible to vote, a quorum for a meeting shall be 40% of such members.

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.

5.07 Voting by Proxy

A Individual member eligible to vote may proxy his or her vote to any member eligible to attend the meeting. No one person may hold more than five proxy votes at one meeting.

5.08 Notice

At least fourteen (14) days' written notice shall be given of Notice shall be given at least 21 days before, but no more than 35 days before, any annual or special meeting of members. Notice shall be given by e-mail to the member and by public posting on the Association website and in the Association newsletter.

Notice of any meeting where special business will be transacted shall contain sufficient

information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members must remind the member **if the member has the right to that he or she may** vote by proxy.

5.09 Electronic Meetings

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.

SECTION 6 – Directors Meetings

6.01 Meetings

Meetings of The Board of Directors **shall be held may meet** at a time and place as **determined by the Board of the** directors **provided 48 hours written notice is given to each director.** may from time to time decide.

In the case that notice is sent by mail at least 14 days notice must be provided. No error or omission in giving notice of any annual or special meeting of the Association shall invalidate such meeting and any director may waive notice of such meeting.

6.02 Quorum

A quorum shall consist of 2/3(1) of sitting directors and in no case shall be less than four directors.

Quorum shall be 4.

6.03 Notice

At least 7 days notice of the time and place for the directors meeting shall be provided to each director. Notice shall be given personally through e-mail or other communication means.

6.04 Electronic Meetings

The Directors of the Association may meet by teleconference provided that a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the directors of the Association.

The Directors of the Association may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing

- specifically with the procedure for establishing a quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used;
 - (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

SECTION 7 – Officers

7.01 Job Descriptions

The job descriptions of the officers of the Association are elaborated in the Policy Manual.

7.02 Chair

The Chairperson of the Board is appointed by the Board of Directors and serves at its pleasure. The Chairperson may be removed from office at any time by a vote of the Board provided that at least 2/3 a majority of the members of the Board of the Directors favour such an action.

7.03 Executive Director

The Board of Directors shall engage an Executive Director. The Executive Director is the chief executive officer of the Association and may exercise all such powers as the Association may do, subject only to the limitations of these by-laws and decisions made by the Board of Directors. Subject to any relevant contract of employment, the Board may remove the Executive Director at any time.

7.04 Treasurer

The Treasurer is appointed by the Board of Directors. The Treasurer shall report to the Board of Directors. The Treasurer may be removed from office at any time by a vote of the Board provided that at least 2/3 (1) of the Directors favour such an action.

The Treasurer shall ensure the proper care and custody of all funds of the Association, subject only to the limitations of these by-laws and decisions made by the Board of Directors.

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.

7.05 Secretary

The Secretary is appointed by the Board of Directors. The Secretary shall report to the Board of Directors. The Secretary may be removed from office at any time by a vote of the Board **provided that at least 2/3 (1) of the Directors favour such an action.**

The Secretary shall ensure that the minutes of meetings of the Board of Directors are prepared and published.

The Secretary shall have the custody of the Minute Book of the Board of Directors.

The Secretary shall have the custody of the Seal of the Association.

Elections Officer

The Elections Officer is appointed annually by a vote of the regular members for a one-year term. There is no limit on the number of terms the Elections Officer may hold.

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 1 of each year.

7.06 Other Officers or Agents

The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

7.07 General

The same person may not serve in more than one Officer position at any given time.

All Officers of the Association shall act honestly and in good faith and in the best interests of the Association.

Officers shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

Remuneration for officers, if any, will be at the discretion of the Board of Directors.

SECTION 8 – Indemnification

The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

SECTION 9 – Dissolution

Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board and ratified by two-thirds of Members eligible to vote at a meeting of members.

SECTION 10 – Amendments

Amendments to the by-laws may be made **by special resolution** at any meeting of **regular members and require at least a 2/3 vote of the delegates present in favour to pass**. Such amendments shall **not be enforced until the approval of the Minister of Industry has been obtained** **be filed with Industry Canada as required by the Act**.

Any member **entitled to vote at the meeting** may propose an amendment.

SECTION 11 – Dispute Resolution

11.01 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 1.0x.02 of this by-law.

11.02 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 12 – Footnotes

For the purposes of these by-laws the following fractions are defined:

- Two-thirds of 7 shall mean 5
- Two-thirds of 6 shall mean 4
- Two-thirds of 5 shall mean 4
- Two-thirds of 4 shall mean 3

CERTIFIED to be the by-laws of the Association, as enacted by the members of the Association by resolution on the ____ day of _____, 2014 and confirmed by the members of the Association by special resolution on the _____ day of _____, 2014.

Dated as of the _____ day of _____, 2014

[indicate name of director/officer]