

The Canada Not-for-profit Corporations Act  
<http://laws-lois.justice.gc.ca/PDF/C-7.75.pdf>



***Ultimate Newfoundland and Labrador***

**B Y L A W S**

Amended and Ratified  
April 28, 2011  
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## **1. Name**

- 1.1. The name of the organization shall be "Ultimate Newfoundland and Labrador" (herein referred to as "the Association", or "Ultimate NL").

## **2. Definitions**

- 2.1. "AGM" means the Annual General Meeting, as defined in section 5.1.
- 2.2. "Board" means the Board of Directors, as defined in section 6.0.
- 2.3. "Executive" means Officers of the Association as defined in section 7.1.
- 2.4. "Member" means any person who meets the requirements defined in sections 4.1 and 4.2.
- 2.5. "Finance Committee" means a standing committee of the Board that reviews the financial affairs of Ultimate NL.
- 2.6. "General Meeting" means the AGM and/or a Meeting between the board and the membership.
- 2.7. "Board Meeting" means a meeting involving only the members of the board.
- 2.8. "Quorum" refers to the minimum number of voters required to allow for voting to take place.
- 2.9. "League" means any school based, sport club, organized event, or community-based Ultimate league sanctioned by Ultimate NL.
- 2.10. "Director" means a member of the Board.

## **3. Mandate**

- 3.1. To serve as the governing body of the sport of ultimate in Newfoundland and Labrador.
- 3.2. To promote the growth and development of the sport of ultimate throughout Newfoundland and Labrador.

- 3.3. To provide a means to facilitate open and continuous communication within the ultimate community.
- 3.4. To provide guidance on how ongoing activities of the sport of ultimate are organized, including, but not limited to: overseeing competitions, 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 Newfoundland and Labrador. Specifically, *The Corporations Act*, R.S.N.L. 1990, c. C-36 as amended from time to time.
- 3.6. To provide liability insurance to all eligible members.
- 3.7. To join and comply with all aspects of any sport organization which may be beneficial to the members of Ultimate NL.
- 3.8. To obtain and manage the necessary finances, personnel, and equipment to achieve the main goals of Ultimate NL, when possible.

#### **4. Membership**

- 4.1. Membership to the Association shall be open to all persons on condition that they have paid their annual membership dues and uphold the spirit of the game. The amount of the membership dues shall be determined annually by the Board of Directors.
- 4.2. A member in good standing is one that has paid their annual membership dues for the given year and is otherwise wholly compliant with these bylaws.
- 4.3. Each member in good standing, who will be 18 years or older during the current calendar year, shall have one vote in matters requiring a vote by the membership.
- 4.4. The Board of Directors may, by three quarters majority vote, suspend the membership of any member. They may also recommend to the members at a general meeting for the expulsion of that member for behaviour likely to bring discredit to the Association. The expulsion of a member shall not be valid unless confirmed by a three quarters majority vote of a quorum at a general meeting. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the

general meeting before the resolution is put to a vote.

- 4.5. Any league wishing to be a member league of the Association shall apply to the Association for membership,
- 4.6. League membership to the Association shall be open to all leagues on condition that the league operates based on the principles of spirit of the game and on the condition that league play by rules deemed acceptable by the board, such as those outlined by the current edition of USAU, BULA, or WFDF. For a league to be recognized as a member of Ultimate NL, each member of the league must also be a current member of Ultimate NL. Ultimate NL may impose other minimal requirements for league membership as determined by the Board of Directors to be appropriate.
- 4.7. Each member league sanctioned by the Association may have a representative on the Board of Directors to act as a liaison between the league and Ultimate NL.
- 4.8. The Board of Directors may, by three quarters majority vote, suspend the membership of any member league for behaviour likely to bring discredit to the Association or for failure to comply with the standards outlined in section 4.6.

## **5. General Meetings**

- 5.1. Once a year, an AGM of members shall be held in the province of Newfoundland & Labrador at a time and place as determined by the Board of Directors.
- 5.2. In addition to the AGM, other General Meetings may be called at the discretion of the Board of Directors.
- 5.3. General Meetings may also be called by a petition signed by at least 5% of members in good standing, presented to the Board of Directors.
- 5.4. Notice of all General Meetings will be deemed to be served to members by electronic notification (e.g., the newsletter, social media), not less than fourteen days prior to the meeting.
- 5.5. The presence, in person or in proxy, of 20 members shall constitute a quorum for a general meeting.
- 5.6. Any member 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 and signed, by hand or electronically, by the member. The proxy must be delivered to the Chief Administrator prior to the meeting 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. Board of Directors**

- 6.1. At each Annual General Meeting, the members shall elect a committee of representatives, which shall be called the Board of Directors.
- 6.2. The Board shall consist of not less than four (4) and no more than 12 members in good standing, and one (1) representative from each member league. A Director must be 18 years of age or older.
  - 6.2.1. A representative from a member league is appointed by the member league and must be a member in good standing of Ultimate NL. The representative shall be entitled to one vote on each matter submitted to a vote by the Board.
- 6.3. A Director may resign at any time by giving written notice to the Board, preferably with two week notice.
- 6.4. The duties of the Board shall be to manage the affairs of the Association, to determine policies for the good of the Association in accordance with these bylaws, and to implement the execution of these policies.
- 6.5. The Board shall supervise the expenditure of the Association's funds.
- 6.6. The Board shall have board meetings at least six times per annum, at a time and place as determined by the Board.
- 6.7. Any Director may call a board meeting.
- 6.8. Notice of a board meeting shall be served to all directors not less than seven days prior to the meeting.
- 6.9. In the case of an emergency board meeting, which is called at the discretion of the Ultimate NL executive with less than seven days notice, Board members are expected to make all reasonable attempts to attend such meetings.
- 6.10. Any member of the Board may authorize another Director to vote for them

by proxy at a board meeting, or in any action taken without a meeting. A proxy shall be in writing and signed, by hand or electronically, by the member. Such a proxy must be delivered to the Chief Administrator 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.

- 6.11. A board meeting of which is not less than one half (50%) of the directors are present (either physically, via real-time electronic communication, or by proxy) shall constitute a quorum.
- 6.12. Any member of the Board, including members of the Executive Committee, may be removed from office at any time by a three quarters (75%) vote of the Board.
- 6.13. If a seat on the Board is vacant after the AGM or is vacated between AGMs, whether by the resignation or the removal of a member, the vacancy may be filled by the Board with a majority vote. Otherwise, directors may only be elected by the membership at an AGM or Special General Meeting .
- 6.14. The proportion of board members named in the manner described in 6.13 must not exceed one third of the number of directors elected at the previous AGM.

## **7. Executive Officers**

- 7.1. Members shall elect executive officers who shall carry out the day to day operation of the Association. These officers shall be the President, Vice President, Chief Financial Officer and Chief Administrator.
- 7.2. **The President**
  - 7.2.1. Shall serve as chairperson of the Board.
  - 7.2.2. Shall be the chief executive officer of the Association. Contracts and documents requiring the signature of the Association shall be signed by the President and shall be binding on the Association.
  - 7.2.3. Shall exercise a general supervision and control over the officers and business of the Association.
  - 7.2.4. Shall chair the AGM and any meetings of the Board.

- 7.2.5. The President has the power to designate, at their discretion, a member of the Board who shall represent the Association to all granting bodies and represent the Association in all correspondence on a provincial level.
- 7.2.6. Shall prepare a report to the membership at the Annual General Meeting.
- 7.2.7. Shall hold no other executive position within the association.

**7.3. The Vice President**

- 7.3.1. Shall carry out the duties of the President in their absence, or in the event of their inability or refusal to act; and when so acting, shall have all the powers and restrictions of the President.
- 7.3.2. Shall assist the President in the fulfillment of their duties.

**7.4. Chief Financial Officer**

- 7.4.1. Shall have the care and custody of all funds and keep accurate, detailed accounts of all receipts and disbursements.
- 7.4.2. Shall present a report on the financial affairs of the Association at the AGM.
- 7.4.3. Shall be responsible for drafting the annual budget for the Association which is then subject to approval of the Board.
- 7.4.4. Shall chair the Finance Committee.

**7.5. Chief Administrator**

- 7.5.1. Shall serve notice of Board meetings to the Directors.
- 7.5.2. Shall serve notice of all General Meetings to members of The Association.
- 7.5.3. Shall record and keep minutes of all meetings, and distribute said minutes within seven days to all Board members.
- 7.5.4. Shall produce an agenda at least 48 hours prior to each board meeting prior to the meetings.
- 7.5.5. Shall maintain records of all voting items.

7.5.6. Shall oversee documentation management of the Association.

## **8. Board Members**

### **8.1. IT Administrator**

- 8.1.1. Shall maintain and act as a moderator of the Association's electronic mailing list, and shall enlist at least one additional Board member to also act as a moderator of this list.
- 8.1.2. Shall maintain and update the Ultimate NL website.
- 8.1.3. Shall maintain the general functionality of the Association's internet domain name(s), and maintenance of any email addresses.
- 8.1.4. Shall keep apprised of current technologies and practices to help recommend the best tools for Ultimate NL to use.
- 8.1.5. Shall provide technical support and training for board members if requested.

### **8.2. Communications Director**

- 8.2.1. Shall ensure that any news, schedules, statistics, results, photos, notices of events, or other information relevant to the Association are posted on the association website, newsletter, or social media as appropriate.
- 8.2.2. Shall maintain and utilize communication platforms of the Association.

### **8.3. Youth Director**

- 8.3.1. Shall oversee youth development projects of Ultimate NL.
- 8.3.2. Shall oversee the development of provincial youth teams.
- 8.3.3. Shall promote and facilitate youth growth across the province.
- 8.3.4. Shall maintain mailing lists with schools and act as Ultimate NL

school liaison.

#### **8.4. Tournament Director**

- 8.4.1. Shall oversee the organization and running of Ultimate NL tournaments.
- 8.4.2. Shall organize regional and provincial qualifying adult tournaments.
- 8.4.3. Shall organize regional and provincial qualifying youth tournaments, in conjunction with the Youth Director.

#### **8.5. Sport Development Director**

- 8.5.1. Shall oversee clinics, both adult and youth, across the province.
- 8.5.2. Shall oversee coaching certification, development and maintenance.
- 8.5.3. Shall oversee the development of ultimate across the province in accordance with the Association's strategic plan.

#### **8.6. Volunteer Director**

- 8.6.1. Shall maintain an up-to-date volunteer database.
- 8.6.2. Shall maintain records of background checks for each Ultimate NL volunteer.
- 8.6.3. Shall maintain records of volunteer hours and events.
- 8.6.4. Shall communicate with volunteers to participate in Ultimate NL events and projects.

### **9. Elections**

- 9.1. Elections for the Board shall be held annually at the AGM. Elections shall be held by secret ballot.
- 9.2. The Directors shall be individually elected by the membership.

- 9.3. The committees shall be made up of an elected committee leader from the Board, other board members and volunteers from the community at large.

## **10. Accounting**

- 10.1. All accounts opened in the name of Ultimate NL must have a minimum of three signing officers drawn from the Executive Committee.
- 10.2. All disbursement of funds shall require the signature of at least two signing officers.
- 10.3. All non budgeted expenditures of the Association must be approved by the Finance Committee.

## **11. Dissolution Clause**

- 11.1. In the event Ultimate NL must dissolve or cease to operate, remaining assets held by Ultimate NL, after payment of its liabilities, will be distributed to member leagues or teams in a manner agreed upon by the Board in consultation with member representatives.
- 11.2. In the event that assets cannot be distributed to Ultimate NL membership, a donation will be made to one or more recognized not-for-profit organizations operating in Newfoundland and Labrador, as chosen by the Board. Preference will be given to not-for-profits that assist in the development of Ultimate in Newfoundland and Labrador.

## **12. Amendments**

- 12.1. Amendments to these by-laws may be made at any General Meeting or AGM, and require a two-thirds majority vote.
- 12.2. Any member may propose an amendment to these by-laws, to be voted upon.