

**BYLAWS OF THE  
VANCOUVER ULTIMATE LEAGUE SOCIETY**

## **Table of Contents**

### **CONSTITUTION**

Name  
Purposes  
Mission Statement

### **BYLAWS**

1. Interpretation
2. Membership
  - Becoming a Member
  - Rights and Obligations of Membership
  - Members and Good Standing
  - Ceasing to be a Member
  - Removing Members from the Society
3. Meetings of Members
  - Types of Meetings
  - Notice of Meetings
4. Proceedings at General Meetings
  - Business Items
  - Chairing and Adjourning Meetings
  - Decisions Made at Meetings
  - Establishing Quorum
5. Membership Voting
  - Voting Eligibility
  - Proxy Voting
6. Directors and Officers
  - Duties and Powers of Directors
  - Number and Qualifications of Directors
  - Election and Appointment of Directors
  - Number and Duties of Officers
    - President*
    - Vice President*
    - Treasurer*
    - Secretary*
    - Other Officers*
  - Meetings of Directors and Officers
    - Meetings Generally*
    - In-Camera Meetings*
  - Return of Documents and Property
  - Resolutions in Writing
  - Removal of Directors or Officers
  - Voluntary Leave of Absence

**Bylaws of the  
Vancouver Ultimate League Society**

7. Finances
8. Auditors
9. Inspection of Documents by Members and Directors
10. Notice to Members
11. Amendments to Bylaws

## **CONSTITUTION**

### **Name**

The name of the Society is Vancouver Ultimate League Society.

### **Purposes**

- a. The Society is organized exclusively for recreational and educational purposes and to foster sports competition within the Greater Vancouver area. The purposes of the Society are:
  - i. To serve as the governing body of the sport of ultimate within the Vancouver Ultimate League Society, representing the interests of the sport and the interests of all players;
  - ii. To maintain the "spirit of the game" as the central governing principle of the sport;
  - iii. To promote the growth, public awareness, and development of the sport of ultimate;
  - iv. To act as the vehicle through which the ongoing activities of the sport are organized, including, but not limited to, participation within national and international competition, developing and disseminating educational programs, maintaining a standardized body of rules, and serving as a medium for the exchange of information; and
  - v. To transact any and all other lawful business for which non-profit organizations may be incorporated pursuant to the laws of the Societies Act of BC and the Business Corporations Act of BC, as both may be amended from time to time, as well as any successor acts.
- b. All purposes shall be organized and operated exclusively on a non-profit basis.
- c. ~~Despite the provisions of paragraph d, i~~In the event of the winding up or dissolution of the Society, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (l) of the Income Tax Act (CDN).
- d. ~~Paragraphs b, c, and d of the Constitution are alterable in accordance with the Society Act. This Society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this Society may distribute its money and other property to its members.~~

### **Mission Statement**

~~The Vancouver Ultimate League Society exists to promote, organize and support good, spirited ultimate and to assist in any way possible the development of the sport of ultimate and ultimate players in the Vancouver Ultimate League. This is an unalterable provision.~~

## **BYLAWS**

### **1. Interpretation**

- a. In these Bylaws, unless the context otherwise requires:
  - i. “Directors” means the directors of the Society for the time being;
  - ii. “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force, all amendments to it and any successor acts;
  - iii. “Registered address” of a member means that member’s address as recorded in the register of members;
- b. The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.
- c. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### **2. Membership**

#### **Becoming a Member**

- a. A member of the Society is any individual that has:
  - i. Registered either individually or as a member of a team in any one or more of the Society seasons in a calendar year and paid applicable league or membership fees for the given year; or
  - ii. Paid an annual non-player membership fee to the Society in a calendar year;and complies with the Society Bylaws, policies, and procedures.
- iii. The Directors shall determine the start and end dates for the annual membership period.
- iv. The Directors shall determine the league or membership fees. The Directors or the society's Senior Manager may waive, in whole or in part, membership fees for any member.

#### **Rights and Obligations of Membership**

- b. Every member shall uphold the Constitution and comply with these Bylaws.
- c. Subject to the Societies Act, each member, as a condition of membership, agrees to hold the Society and its Directors, Officers, Coordinators, Agents, and Consultants harmless from claims of any kind, nature or description arising out of the member's participation in or observance of any game, tournament, or event sponsored or sanctioned by the Society.
- d. Each member shall inform the Secretary or his designate of the member’s up-to-date address and email address (if any) in the manner specified by the Society for the purposes of receiving notices from the Society. This is an ongoing obligation.

#### **Members and Good Standing**

- e. All members are in good standing except a member who:

- i. Has failed to pay his current applicable league or membership fees or other subscription or debt due and owing by him to the Society; or
- ii. Has been suspended for a period of time by the Directors or their designate for being in contravention of the Society's disciplinary policies, as approved by the Directors.

Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

### **Ceasing to be a Member**

- f. A person shall cease to be a member of the Society:
  - i. By delivering his resignation in writing to any Director or by mailing or delivering his resignation to the address of the Society;
    - A member who has resigned in good standing may again become a member for the current year.
  - ii. On his death, or in the case of an organization, on dissolution;
  - iii. On having been a member not in good standing for a period of time prescribed by the Directors; or
  - iv. On being expelled.

### **Removing Members from the Society**

- g. The members or the Directors may only expel a member according to these Bylaws as described below:
  - i. If the Board of Directors, by a three-quarters majority vote, suspends the membership of any member and recommends to the membership at a general meeting the expulsion of that member. The expulsion of a member shall not be valid until confirmed by a special resolution ~~three-quarters majority vote of members~~ at a general meeting; or
  - ii. If the membership ~~, by a three-quarters majority vote,~~ passes a special resolution at a general meeting to expel a member.
    - The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
    - The person who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the said meeting, previous to the resolution being put to a vote.

## **3. Meetings of Members**

### **Types of Meetings**

- a. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.
  - i. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting. ~~The annual general meeting of the Society will be held in November or the first week of December of each year, in accordance with the Society Act.~~

- b. Extraordinary meetings may be called in one of two ways:
  - i. By the Board of Directors;
  - ii. By a petition given to the Board of Directors and signed by at least 5% of members in good standing.

### Notice of Meetings

- c. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and in the case of special business, the general nature of that business.
- d. The Board of Directors shall give no less than 14 days written or electronic notice for all meetings of the Society to members entitled to receive notice of a general meeting. ~~The means of this notice is pursuant to Section 39(5) of the Society Act, as a substantial majority of members have electronic mail. Any others will be given written notice of no less than 14 days.~~
- e. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

## 4. Proceedings at General Meetings

### Business Items

- a. Proposed new business items must be submitted to the Board of Directors at least seven days prior to the annual general meeting.
- b. Notice of any special business shall contain sufficient information to permit each member to make an informed decision.
- c. Special business is:
  - i. All business at an extraordinary general meeting except the adoption of the rules of order;
  - ii. All business that is transacted at an annual general meeting except:
    - The adoption of the rules of order;
    - The consideration of the financial statements;
    - The report of the Directors;
    - The report of the auditor, if any;
    - The election of Directors;
    - The appointment of the auditor, if required;
    - Such other business, under these Bylaws, as ought to be transacted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting; and
    - Amendments to the Society Policies on Discipline.
- d. No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present (*see Establishing Quorum*).

## **Chairing and Adjourning Meetings**

- e. The President of the Society, the Vice President, or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
- f. If at a general meeting, there is no President, Vice President, or other Directors present within fifteen minutes after the time appointed for the meeting, or the President and all the other Directors present are unwilling to act as Chairperson, the members shall choose one of their number to act as Chairperson for that meeting.
- g. The Secretary of the Society, or another Director in the absence of the Secretary, shall keep the minutes of general meetings. Such minutes shall be kept at the registered office of the Society.
- h. A general meeting may be adjourned from time to time, and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
  - i. When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - ii. Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

## **Decisions Made at Meetings**

- i. Any decision taken by the general membership at a duly appointed meeting may be appealed to the Board of Directors. The Board of Directors may at this time resubmit the motion to the general membership (affording time for discussion), or vote. A three-quarters majority vote by the Board may overturn the original decision.

## **Establishing Quorum**

- j. A quorum is 25 members in good standing present or such greater number as the members may decide at a general meeting.
- k. If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- l. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated.

# **5. Membership Voting**

## **Voting Eligibility**

- a. Each member in good standing shall be entitled to one vote in matters requiring a vote by the membership.
- b. Motions, other than special resolutions or as otherwise specifically required herein, shall be passed by a simple majority of votes cast at any duly constituted meeting of members.
  - i. In the event of a tie vote, a deciding vote shall be cast by the President, that being the only vote that he is entitled to as a member.



## Proxy Voting

- c. Any member of the Society entitled to vote at a duly appointed meeting may authorize another person to vote for him by proxy. Notice of a proxy shall be in writing signed by both the member and the proxy. Such proxy must be delivered to the Board of Directors 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 meeting.
- d. Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed, or a notarized certified copy thereof, shall be deposited with the meeting Chairperson previous to the meeting or at the commencement of the meeting.
- e. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society before the vote was given.
- f. Unless, in the circumstances, the Societies Act requires any other form of proxy, an instrument appointing a proxy holder whether for a specified meeting or otherwise, shall be in the form of the following, or in any other form that the Directors shall approve:  
  
"I, \_\_\_\_\_, a member in good standing of the Vancouver Ultimate League Society, do hereby appoint \_\_\_\_\_, of \_\_\_\_\_, (or failing her/him, \_\_\_\_\_, of \_\_\_\_\_), a member in good standing, as my proxy vote for my person and on my behalf at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_.  
  
Dated this \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_.
- g. A proxy is valid for one meeting or any adjournment thereof.
- h. The proxy holder is only authorized to represent or act in faith of one person at a time, and at any one meeting or adjournment thereof.

## 6. Directors and Officers

### Duties and Powers of Directors

- a. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provision of:
  - i. all laws affecting the Society;
  - ii. these Bylaws; and
  - iii. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in the general meeting.
- b. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

- c. The Board of Directors shall have the power to administer the affairs of the Society; to initiate, manage, and terminate any and all contracts for service; and to determine the duties, responsibilities, and remuneration associated with all contracts.
- d. All Directors shall:
- i. Act honestly and in good faith and in the best interests of the Society;
  - ii. Uphold these Bylaws; and
  - iii. Exercise the care, diligence, and skill of a reasonable and prudent person;
- in exercising power and performing functions as a Director.
- e. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of sections 56 and 57 of the Societies Act, ~~which are included herein.~~
- ~~28 (1) A director referred to in section 27 must account to the society for profit made as a consequence of the society entering or performing the proposed contract or transaction,~~
- ~~(a) unless~~
- ~~(i) the director discloses the interest as required by section 27;~~
  - ~~(ii) after the disclosure the proposed contract or transaction is approved by the directors; and~~
  - ~~(iii) the director abstains from voting on the approval of the proposed contract or transaction, or~~
- ~~(b) unless~~
- ~~(i) the contract or transaction was reasonable and fair to the society at the time it was entered into; and~~
  - ~~(ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.~~
- ~~(2) Unless the bylaws otherwise provide, a director referred to in section 27 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.~~
- f. [1] No Director shall be remunerated for his services, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society; nor will any form of loan be given to a Director.
- g. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.
- h. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Societies Act and Income Tax Act or other law.
- i. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.

- j. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - i. All money received and disbursed by the Society and the manner in which the receipt and disbursement took place;
  - ii. Every asset and liability of the Society; and
  - iii. Every other transaction affecting the financial position of the Society.
- k. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

### **Number and Qualifications of Directors**

- l. The Society shall be directed by an elected Board of Directors, which shall consist of seven members in good standing, to be elected as set out below, as well as up to two additional Directors, to be appointed by the elected Board of Directors as set out below.
- m. Nominations for elected positions must:
  - i. Be received by the Board of Directors no later than one week prior to the annual general meeting.
  - ii. Include the full name of the nominee, signature of nominee, contact information including postal address, and a brief summary outlining the nominee's qualifications.
    - Nominees will be given no more than five minutes to state their platform before the election.

### **Election and Appointment of Directors**

- n. Directors of the Society shall be elected by the members at the annual general meeting via secret ballot. The available Board of Director seats will be allocated to the nominees in accordance with number of votes received. The nominee with the most votes receives the first available seat, and so on until all available seats are allocated. In the event of mid-term resignation or dismissal, Directors may be elected for a term of one year, by decision of the Board, to preserve the overall balance of the election cycle.
  - i. The elected Directors shall have a term of office of two years. Each Director is eligible for election for as many as three consecutive terms as an elected Director. This limitation does not include any terms a Director may have been appointed to.
- o. The elected Directors of the Society may appoint up to two additional Directors to the Board. Potential applicants may be nominated by any elected Director, and may be added to the Board of Directors with a unanimous vote of the ~~seven~~-elected Directors at any scheduled Board meeting.
  - i. The appointed Directors shall have a term of office from the date of their appointment to the occurrence of the next annual general meeting.

## Number and Duties of Officers

- p. The elected Board of Directors shall appoint from among their number Officers who shall be responsible for the day-to-day workings of the Society. The officer positions shall be President, Vice-President, Treasurer, and Secretary.
- i. The number of offices may change from time to time as determined by the Board.
  - ii. An Officer must be an elected Director and ceases to be an Officer when he ceases to be an elected Director.
  - iii. Officers shall be appointed by the Board of Directors to serve for a one-year term (from annual general meeting to annual general meeting).
  - iv. The Directors may at any time appoint an elected Director to fill any Officer vacancy. Any Officer so appointed shall serve the remaining term of the Officer he is replacing.
  - v. The Directors may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
- q. *President:* The Director holding the office of President shall:
- Be the final authority in regards to ensuring the Bylaws, policies, and procedures are followed in the best interests of the Society;
  - Exercise a general supervision and control over the Officers and business of the Society;
  - Act as an official liaison for the Society;
  - Chair at all meetings and draw up an agenda for all meetings;
  - Hold no other office within the Society.
- r. *Vice President:* The Director holding the office of Vice President shall:
- Assist the President in the fulfillment of his duties.
  - Carry out the duties of the President in his absence, or in the event of his inability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President;
  - Hold no other office within the Society.
- s. *Treasurer:* The Director holding the office of Treasurer shall:
- Be responsible for the maintenance of all financial books and records of the Society;
  - Keep a record of all moneys received and dispersed;
  - Receipt all donations to the Society, with the exception of any conflict-of-interest guidelines;
  - Produce an annual financial statement, in conjunction with the work of the Society accountant, and render financial statements to the membership and the Board when required or formally requested;
  - Supervise the drafting of the annual budget, and review the budget and monthly bank reconciliations from time to time to ensure compliance with the approval of expenditures and financial policy of the Board;

- Ensure that all tax laws and obligations are complied with;
- Hold no other office within the Society, other than Society accountant.

t. **Secretary:** The Director holding the office of Secretary shall:

- Conduct the correspondence of the Society;
- Issue notice of Board meetings to the Board of Directors;
- Keep minutes of all meetings of the Directors;
- Be responsible for the preparation and distribution of said minutes to the Board of Directors and Executive Director;
- Hold no other office within the Society.

u. **Other Officers**

- The Board of Directors shall appoint such other officers as may be necessary to conduct the business of the Society.
- The Board may designate special consultants or agents, in accordance with all conflict-of-interest guidelines, at any time.
- Payment such as salaries, wages, fees, or honoraria for services rendered to the Society by all such officers, consultants, and agents shall be reasonable and in line with those paid in "arm's length" situations for similar services.

### **Meetings of Directors and Officers**

u-v. The Board of Directors shall meet at least four times per year, at times and places as determined by the Board of Directors. The President shall chair these meetings unless the Directors otherwise decide.

v-w. Any Director may call a meeting of the Board by giving 28 days' notice to each of the other Directors.

w-x. The presence at any meeting of the Board of at least 60% of existing Directors shall constitute a quorum and shall be necessary to transact any business.

- i. The consent of the 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.
- ii. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of equality of votes, the President or Chairperson shall cast a deciding vote.

x-y. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

### **Meetings Generally[2]**

z. The Directors or Committees of Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these Bylaws. The meeting may be held in whole or in part by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications medium, or in person, are able to communicate with each other.

### ***In-Camera Meetings***

**aa.** The Directors or Committees of Directors may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

### **Return of Documents and Property**

**y-bb.** At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

### **Resolutions in Writing**

**z-cc.** A resolution in writing, signed by at least two-thirds of the existing Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.

### **Removal of Directors or Officers**

**aa-dd.** Any Director may be removed from the Board:

- i. Upon the affirmative vote of three-quarters of the members of the entire Board (whether present and voting or not).
- ii. By a special resolution passed by the members. In order to trigger a recall election by the members, a recall petition signed by not less than twenty percent of members in good standing of the Society shall be submitted to the Board as a whole, who shall thereupon schedule a recall election within sixty days.
  - The notice of special resolution for removal of a Director shall be accompanied by a brief statement of the reason(s) for the proposed removal.
  - The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

**bb-ee.** A director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board.

**ee-ff.** The Board may, but shall not be required to, appoint an interim Director upon the death, resignation, or removal of any Director, who shall serve until the next regularly scheduled Board elections.

### **Voluntary Leave of Absence**

**dd-gg.** A leave of absence must be at the voluntary request of the Director or Officer concerned. A request for leave of absence must be in writing.

**ee-hh.** A short leave of absence may be granted by the President or Vice President as described below.

**ff-ii.** The Directors may grant a regular leave of absence also described below.

- ~~gg-ii.~~ Subject to any directions from the Directors, the President may grant a short leave of absence to any Director or Officer on terms and conditions. The President shall then assign the duties and powers of that Director or Officer to another Director or Officer or to the President. Such short leaves of absence and transfer of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the President at that next meeting.
- ~~hh-kk.~~ Subject to any directions from the Directors, the Vice President may grant a short leave of absence to the President on terms and conditions. The Vice President shall then assume the duties and powers of the President. Such short leaves of absence and assumption of duties and powers shall last no longer than the next Directors' meeting. A full report shall be given by the Vice President at that next meeting.
- ~~ii-ll.~~ The Directors may grant a regular leave of absence to any Director or Officer on terms and conditions. The Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.
- ~~jj-mm.~~ In case of a conflict between the powers of the President and the Vice President to grant short leaves of absence and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.
- ~~kk-nn.~~ Nothing in the preceding sections dealing with the types of leaves of absence impairs the power of the Directors under these Bylaws to transfer duties and powers among the various Directors and Officers. Such power to transfer duties and powers supersedes the Bylaws dealing with leaves of absence.
- ~~ll-oo.~~ A Director or Officer on an authorized leave of absence is indemnified by the Society for any decisions made in that Director's or Officer's absence and need not be sent any notice of meetings of the Directors or Committees.
- ~~mm-pp.~~ During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted toward any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one, but voting thresholds remain unchanged.

### **Indemnification of Directors and Officers**

- ~~rr-gg.~~ The Society shall indemnify its Directors and Senior Manager for any and all actions and omissions while such Directors and the Senior Manager are acting on behalf of the Society, subject to the restrictions set out in s. 63-65 of the Societies Act, as amended from time to time.

## **7. Finances**

- a. The fiscal year of the Society shall run from October 1 to September 30, or other such period as determined by the Directors.
- b. No part of the Society's income shall be paid, payable, or otherwise made available for the personal benefit of any member or Director, except for the following:
  - i. Salaries, wages, fees, and honoraria for services rendered to the Society. Payment such as salaries, wages, fees or honoraria for services rendered to the Society by all such officers, consultants, and agents shall be reasonable and in line with those paid in "arm's length" situations for similar services.

- ii. Reimbursements to employees and members of the Society to assist them in covering their expenses to attend various events, tournaments, and meetings as representatives of the Society, provided that the attendance at such events, tournaments, and meetings is to further the aims and objectives of the Society.
- c. The books and records of the Society shall be located at the offices of a lawyer, bank, certified accountant or notary public, or some other reasonable professional's location. The books and records of the Society for the current year may be located with the Executive Director or the Treasurer, provided all necessary precautions are taken to ensure their safety and integrity.
- d. The Society's external accountant is to be determined by the Board of Directors on an annual basis.
- e. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide and in particular, but without limited the generality of the foregoing, by the issue of debentures.
- f. No debenture shall be issued without the sanction of a special resolution.
- g. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.
- h. All fees that the Society charges and all products that the Society sells shall be priced on a cost-recovery basis.
- i. Any moneys held in the Society's bank account, in excess of six months' reasonably anticipated expenditures, at the time of the annual general meeting, shall be placed into a Capital Projects Fund, to be utilized only to increase or enhance the field and practice facilities available to the league, or to support major Capital Projects that have a significant benefit for the Society. Capital Projects moneys may be allocated to a specific project only after approval by a simple majority of the membership in attendance at either an annual general meeting or extraordinary general meeting of members.
- j. The Board may, as the situation demands, seek to raise moneys directly toward the Capital Project Fund, through levies upon membership, sponsorship, or applications for grants.

## **8. Auditors**

- a. This section applies only where the Society is required or has resolved to have an auditor.
- b. The Directors shall appoint the first auditor.
- c. At each annual general meeting, the Society may appoint an auditor to hold office until he is re-appointed or his successor is appointed at the next annual general meeting.
- d. An auditor may be removed by an ordinary resolution.
  - i. An auditor shall be informed forthwith in writing of appointment or removal.
- e. No Director and no employee of the Society shall be an auditor for the Society.
  - i. The auditor may attend general meetings of the Society.

## **9. Inspection of Documents by Members and Directors**

- a. Subject to the Personal Information Protection Act:



- i. The books and records of the Society, ~~with the exception of the current and past memberships lists (registry)~~ shall be open to inspection by members on reasonable notice at the office of the Society, ~~but no copies can be made unless authorized by the Directors.~~
- b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

## **10. Notice to Members**

- a. A notice may be given to a member either personally or by mail to him at his registered address. A notice may also be given to a member by emailing it to an email address provided by the member
- b. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent. When sent by mail, in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- c. A notice sent by email shall be deemed to have been given on the second day following that on which the notice is sent by email. When sent by email, in proving that notice has been given it is sufficient to prove that the notice was sent to the email address provided by the member as required by these Bylaws.
- d. Notice of a general meeting shall be given to:
  - i. Every member shown on the register of members on the day the notice is given; and
  - ii. The auditor, if Part 8 applies.
- e. No person, other than those mentioned in paragraph 10 d, is entitled to receive notice of general meeting.

## **11. Amendments to Bylaws**

- a. Amendments to these Bylaws may be made at the annual general meeting or special meeting of members, and requires at least a three-quarters majority vote to pass.
- ~~b.~~ Any member may propose an amendment by using the procedure as set out in Section 4 for "special business".

## **12. Previously unalterable provision**

### **Mission Statement**

- a. The Vancouver Ultimate League Society exists to promote, organize and support good, spirited ultimate and to assist in any way possible the development of the sport of ultimate and ultimate players in the Vancouver Ultimate League.