

Halifax Ultimate Recreational League Society BY-LAWS

(Approved by Special Resolution on June 25, 2020 at the Annual General Meeting)

1.0 DEFINITIONS

- 1.1 In these by-laws unless there be something in the subject or context inconsistent therewith:
- 1.1.1 “Directors” mean the directors of the Society elected or appointed in accordance with these by-laws;
 - 1.1.2 “Member” means members of the Society listed in the Register of Members in accordance with these by-laws who are over the age of 19 (nineteen);
 - 1.1.3 “Junior Member” means members of the Society listed in the Register of Members in accordance with these by-laws who are under the age of 19 (nineteen);
 - 1.1.4 “Registrar” means the Registrar of Joint Stock Companies as defined in the Nova Scotia Societies Act.
 - 1.1.5 “Society” means the Halifax Ultimate Recreational League Society;
 - 1.1.6 “Special Resolution” means a resolution passed by not less than three-fourths of the Members entitled to vote as are present in person or by proxy, at a meeting of the Members of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - 1.1.7 “Field Fund” means a capital fund with the purpose to accumulate capital for future use to acquire, develop, maintain, improve and obtain playing fields.

2.0 PURPOSE

- 2.1 The Society exists to:
- 2.1.1 serve as the governing body of the sport of Ultimate in Halifax, Nova Scotia, representing the interests of the sport and the interests of all players to both government and non-government institutions.
 - 2.1.2 promote the growth and development, including educational programs, of the sport of Ultimate throughout the Halifax, Nova Scotia.
 - 2.1.3 provide a means to facilitate open and continuous communication within the Ultimate network and the sports community;
 - 2.1.4 obtain and manage the necessary finances, personnel, and equipment to make the main purposes of the Society possible;
 - 2.1.5 provide liability insurance to all eligible Ultimate teams in Halifax, Nova Scotia who have registered with the Society;
 - 2.1.6 act as the vehicle through which the ongoing activities of the sport of Ultimate in Halifax, Nova Scotia are organized, including, but not limited to, overseeing competitions: and
 - 2.1.7 join and comply with all aspects of Disc Nova Scotia & Sport Nova Scotia.
- 2.2 Consistent with the above principles, the Society may transact any and all other lawful business or businesses permitted pursuant to the Societies Act, as it may be amended from time to time.

3.0 HEAD OFFICE

- 3.1 The head office of the Society shall be located in Halifax Regional Municipality in the Province of Nova Scotia.

Halifax Ultimate Recreational League Society BY-LAWS

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4.0 MEMBERSHIP

- 4.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be the Members of the Society, and their names shall be entered in the Register of Members accordingly.
- 4.2 For the purposes of registration, the number of Members shall be unlimited.
- 4.3 Qualifications for Membership. Membership of the Society shall be open to any and all enthusiasts of the sport of Ultimate, over the age of 19 years who uphold the objects of the Society, contribute to the support of the Society by payment of membership dues set pursuant to these by-laws and complete the Society's registration documents.
- 4.4 Membership in the Society shall not be transferable.
- 4.5 Membership in the Society and the opportunity to participate in the Society's activities shall be provided on an equal basis without regard to race, color, religion, age, sex, sexual orientation, or national origin.
- 4.6 Members of the Society may hold any office in the Society.
- 4.7 Entry in the Register of Members by the Secretary of the name and address of any individual shall constitute an admission to membership in the Society.
- 4.8 Membership in the Society shall cease upon the death of a Member, or if, by notice in writing to the Society, a Member resigns their membership, or if they cease to qualify for membership in accordance with these by-laws.
- 4.9 Membership Dues. The Directors shall determine the annual dues payable by the Members from time to time. The Directors may in their discretion offer memberships on another than annual basis.
- 4.10 Vote. Each Member shall be entitled to attend any meeting of the Members and shall have one vote in matters requiring a vote of the membership. Any Member may, by means of written proxy, appoint a proxy holder to act in their place at any meeting of the Members of the Society.
- 4.11 Junior Membership. Junior membership shall be open to any and all enthusiasts of the sport of Ultimate under the age of 19 who uphold the objects of the Society, contribute to the support of the Society by payment of membership dues set pursuant to these by-laws, complete the Society's registration documents, and obtain the required consent of their parent or guardian; Junior Members shall not vote and shall not hold any office in the Society.
- 4.12 The Members may repeal, amend or add to these by-laws by a Special Resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

5.0 MEETINGS OF SOCIETY

- 5.1 The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society at a place and time to be fixed by the Directors. The time, place and location of the ordinary or annual general meeting and extraordinary meetings shall be posted on the Society's website (www.halifaxultimate.ca), relevant social media platforms and issued, via e-mail, to each Member, who has provided an e-mail address to the Secretary, at least two weeks prior to the meeting. No error or omission in giving notice of a meeting of the Society shall invalidate such meeting and any Member may waive notice of such meeting.

Halifax Ultimate Recreational League Society BY-LAWS

(Approved by Special Resolution on June 25, 2020 at the Annual General Meeting)

- 5.2 An extraordinary general meeting of the Society may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by the lesser of ten per cent (10%) in number of the Members or 25 Members of the Society.
- 5.3 Voting by proxy is permitted and notice of a meeting of the Members, shall include a reminder of proxy rights.
- 5.4 At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding annual general meeting;
 - Consideration of the annual report of the Directors;
 - Consideration of the financial reports of the Society;
 - Election of Directors for the ensuing year; and
 - Appointment of Auditors.
- 5.5 All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
- 5.6 No business shall be transacted at any meeting of the Society unless a quorum of Members is present at the commencement of such business and such quorum shall consist of the lesser of ten per cent (10%) in number of the Members or 25 Members of the Society.
- 5.7 If within one-quarter hour from the time appointed for the meeting, a quorum of Members is not present, the meeting shall stand adjourned to such time and place as a majority of the Members then present shall direct and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned without day.
- 5.8 The Chair of the Society shall preside as Chair at every general meeting of the Society. If there is no Chair or if they are not present at the time of holding the same, the Vice-Chair shall preside as Chair. If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the Members present shall choose someone of their number to be Chair.
- 5.9 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, they shall have a casting vote.
- 5.11 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.
- 5.13 At any meeting, unless a poll is demanded by at least three Members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such resolution.
- 5.14 If a poll is demanded in the manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

Halifax Ultimate Recreational League Society BY-LAWS

(Approved by Special Resolution on June 25, 2020 at the Annual General Meeting)

6.0 DIRECTORS

- 6.1 Power of Directors. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities conferred by these by-laws or otherwise expressly conferred upon them by the Members, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting.
- 6.2 Election of the Directors. The Directors shall be elected by written ballot passed in by the Members and their proxies at the annual general meeting.
- 6.3 The Directors shall be selected without regard to race, color, religion, sex, sexual orientation, or national origin.
- 6.4 All Directors must be Members and a Director who ceases to be a Member shall be deemed to have resigned.
- 6.5 The number of Directors shall be a minimum of five (5) and a maximum of seven (7).
- 6.6 Directors shall normally be elected to two (2) year terms unless shorter terms are deemed necessary to ensure that at most $\frac{2}{3}$ of the Directors' terms conclude in any given year
- 6.7 A retiring Director shall be eligible for re-election.
- 6.8 Removal by Members. The Members may, by Special Resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held office if they had not been removed.
- 6.9 Resignation. A Director may resign at any time by giving written notice to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary.
- 6.10 The Directors may, but shall not be required to, appoint an interim Director upon the death, resignation, or removal of any Directors, who shall serve until the next annual general meeting.
- 6.11 The management of the Society is the responsibility of the Directors. The Directors may engage Employees or Contractors of the Directors, as well as determine their duties, responsibilities, and remuneration.
- 6.12 The Directors shall act honestly and in good faith and in the best interests of the Society. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. A conflict of interest does not prevent a Member from serving as a Director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

7.0 CHAIR

- 7.1 The Directors shall elect one of their number to be the Chair of the Society.
- 7.2 The Chair shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to them by the Members from time to time.
- 7.3 The Chair shall in general supervise and control meetings associated with all of the business and affairs of the Society and shall preside at all meetings of the Members and of the Directors.

Halifax Ultimate Recreational League Society BY-LAWS

(Approved by Special Resolution on June 25, 2020 at the Annual General Meeting)

7.4 The Chair may not act as both the Chair and Treasurer.

8.0 VICE-CHAIR

8.1 The Directors shall elect one of their number to be the Vice-Chair of the Society.

8.2 The Vice-Chair shall from time to time perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may from time to time request them to do so.

8.3 The Vice-Chair may not act as both the Vice-Chair and the Treasurer.

9.0 TREASURER

9.1 The Directors shall elect one of its members to be the Treasurer of the Society.

9.2 The Treasurer shall be responsible for and shall keep, or shall direct another to keep, the accounting records of the Society.

9.3 From time to time at the request of the Chair or the Directors but in any case no less than once per year, the Treasurer shall prepare, or cause another under the Treasurer's supervision to prepare, and submit to the Directors statements of the financial condition of the Society.

9.4 The Treasurer shall be responsible for the preparation of the annual budget for each fiscal year for consideration by the Directors. The Treasurer shall periodically review the budget to ensure compliance with the approval of expenditures and financial policy of the Directors.

9.5 The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Members, the Chair or by the Directors.

10.0 SECRETARY

10.1 The Directors shall elect one of their number to be the Secretary of the Society.

10.2 The Secretary shall be responsible for and shall keep, or shall direct and cause another to keep, the Register of Members and minutes of the meetings of the Members and of the Directors in one or more books provided for that purpose.

10.3 Custody of the books and records, and custody of the minutes of all the meetings of the Members and of the Directors shall be the responsibility of the Secretary.

10.4 The Secretary will see that all notices are duly given in accordance with the provisions of these by-laws or as required by law.

10.5 The Secretary will be custodian of the corporate records and shall keep a register of the e-mail and post-office addresses of every Member who has furnished such information to the Secretary.

10.6 The Secretary will in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Members, the Chair or by the Directors.

10.7 The offices of Secretary and Treasurer may be combined if the Directors think it fit.

Halifax Ultimate Recreational League Society BY-LAWS

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11.0 MEETINGS OF THE DIRECTORS

- 11.1 Meetings of the Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time, place and purpose thereof, shall be given either orally or by e-mail to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Directors and the Directors may waive notice of such meeting.
- 11.2 Quorum. The presence of not less than two-thirds (2/3) of the Directors shall constitute a quorum and shall be necessary for the transaction of business at a meeting of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law or by these by-laws.
- 11.3 The Chair or, in his absence, the Vice-Chair or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Directors.
- 11.4 Actions Taken Without a Meeting. A vote of the Directors taken without a meeting may be called by the Chair or by a majority of the Directors. Whenever the Directors are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken and signed by all of the Directors who would have been entitled to vote on it in person at a meeting of the Directors. Any such consent shall be stored with the corporate records.
- 11.5 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 Society.

12.0 OFFICERS

- 12.1 The Directors may elect or appoint such other officers as they shall deem necessary to conduct the business of the Society. Such officers have the authority to perform the duties prescribed, from time to time, by the Directors.
- 12.2 An officer may resign at any time by giving written notice to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary.
- 12.3 The Directors may remove, by a resolution adopted by two thirds of the Directors present at a meeting of the Directors, any officer elected or appointed by the Directors whenever in their judgment the best interests of the Society would be served thereby.
- 12.4 The Directors may designate special consultants, agents and coordinators at any time. The Directors shall fix compensation for all such officers, consultants, agents and coordinators.

Halifax Ultimate Recreational League Society BY-LAWS

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13.0 COMMITTEES

- 13.1 Committees of Directors. The Directors, by resolution adopted by a majority of the Directors present at a meeting, may designate and appoint one or more committees and the Directors may delegate any, but not all, of its powers to any such committee. The designation and appointment of any such committee and any delegation thereto of authority shall not operate to relieve the Directors, or any individual Director, of any responsibility imposed upon it or such individual Director by law.
- 13.2 At least one of the Directors shall be a Member of any committee established under these by-laws.
- 13.3 A committee formed under these by-laws and the exercise of the power delegated shall conform to any rules that from time to time may be imposed on it by resolution of the Directors.
- 13.4 The Directors, by resolution, shall determine, for the purpose of conducting the affairs of a committee, what constitutes a quorum and the number of votes to carry a motion of a committee.

14.0 FINANCE and AUDITS OF ACCOUNTS

- 14.1 The fiscal year end of the Society shall be April 30.
- 14.2 The Directors shall annually present to the members a written report at the annual general meeting on the financial position of the Society. This report will include a balance sheet and income statement.
- 14.3 A copy of the financial report shall be signed by the Auditor or by two Directors.
- 14.4 A Signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- 14.5 The Members at the ordinary or annual general meeting may appoint the auditor of the Society.
- 14.6 The auditor may not be a director, officer, or employee of the Society.
- 14.7 The auditors, if appointed, shall make a written report to the Members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting.

15.0 INDEMNIFICATION

- 15.1 To the extent permitted by the Societies Act, any person who shall at any time serve, or have served, as a Director or as an officer of the Society, and the heirs, executors, and administrators of such person, shall be indemnified by the Society against all costs and expenses reasonably incurred in the defense of, or paid in the settlement of, any claim, action, suit or proceeding, except where such claim arises from the negligence or willful misconduct of the Director or officer.
- 15.2 The Society may in its discretion, but shall not be required to, advance to any such person expenses reasonably incurred in connection with such claim, action, suit or proceeding, and may indemnify and advance expenses to an employee or agent of the Society to the same extent as to an officer of the Society or Director. The foregoing indemnification shall not be exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of Members, or otherwise.

Halifax Ultimate Recreational League Society BY-LAWS

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16.0 LOANS and INVESTMENTS

- 16.1 The Society will not loan money to teams or groups for the purpose of tournament registration or otherwise. The Society may, at its own discretion, donate money to ultimate related organizations that promote the growth and development of the sport of ultimate.
- 16.2 The Society may borrow funds without requiring the approval of its Members through Special Resolution as long as the total debt of the Society remains below 20% of the average Society revenue over the last 3 years.
- 16.3 The Society will place any excess funds, on an annual basis, into the Field Fund. Any withdrawal will require a Special Resolution of its Members.

17.0 MISCELLANEOUS

- 17.1 The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
- 17.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 17.3 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Directors.
- 17.4 Any Member may inspect the books and records of the Society at any reasonable time on reasonable notice to the Directors at the registered office of the Society.
- 17.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair, Treasurer, and the Secretary, or otherwise as prescribed by resolution of the Directors.