



Official By-laws of the Waterloo Organization of Disc Sports

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PREAMBLE

A By-law to regulate the general affairs of the Organization, in accordance with the Ontario Corporations Act (the "Act"), as amended.

By-law 1 The Organization

Article 1 Name

- 1.1 The Organization's name shall be the "Waterloo Organization of Disc Sports" (subsequently referred to as "WODS" or "the Organization").

Article 2 Purpose

- 2.1 To organize and promote the growth and development of disc sports throughout Waterloo Region.
- 2.2 To facilitate open and continual communication within the disc sports community.
- 2.3 To organize and operate disc sport leagues and events for the benefit of the Members.
- 2.4 To represent disc sports teams and players to both governmental and non-governmental authorities and institutions.
- 2.5 To obtain and manage the necessary finances, personnel, and equipment to make the main purposes of WODS possible.
- 2.6 To conduct any and all other lawful business with which not-for-profit organizations must comply under the "Ontario Corporations Act".

Article 3 Head Office

- 3.1 The Head Office of WODS shall be located in the Regional Municipality of Waterloo at such location as determined from time to time by the Board.

Article 4 Definitions

- 4.1 In these By-laws, unless the context otherwise requires:
 - a) "Act" means the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law);
 - 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 Organization;

- d) "By-law" means this by-law and "By-laws" includes this by-law and any other by-law of the Organization from time to time in force and effect;
- e) "Director" means an individual elected or appointed to serve on the Board pursuant to this By-law, and collectively Directors;
- f) "Member" means a Member of the Organization, and collectively Members;
- g) "Officer" means an individual elected or appointed to serve as an Officer of the Organization pursuant to this By-law, and collectively Officers;
- h) "Voting Member" means a Member that has voting privileges as set out herein;
- i) "Ordinary Resolution" means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or at a meeting of Members; and
- j) "Special Resolution" means a resolution passed by no less than two-thirds ($\frac{2}{3}$) of the votes cast at a meeting of the Board, or meeting of the Members.

Article 5 Membership

5.1 Membership

- a) Membership shall be open to any individual who has registered in a disc sports league organized by WODS in the past twelve (12) months, or has paid their membership dues. Dues will be determined from time to time at a meeting of the Board.
- b) With respect to membership dues, the membership year is January 1 to December 31.

5.2 Withdrawal of Membership

- a) A Member may withdraw from the Organization by giving written notice of their intention to withdraw to the Board.
- b) The Board may withdraw membership in the Organization from any Member who does not abide by the By-laws or Policies of the Organization, or actively engages in actions inimical to the Organization.
- c) Any Member may be required to resign from the Organization by a three-quarters ($\frac{3}{4}$) affirmative vote of the votes cast at any meeting of the Directors, provided that the Member is given 15 days notice and is granted the opportunity to be heard at such meeting.

Article 6 Board of Directors

- 6.1 The administration of the Organization will be made up of a Board of Directors who in turn will manage the Organization. This shall be comprised of a minimum of three Directors to a maximum of ten Directors.
- 6.2 All contractors or employees of the Organization, if there are any, may not concurrently hold a position on the Board as a Director.
- 6.3 All Directors shall be Ontario residents.
- 6.4 All Directors shall be Members of the Organization.
- 6.5 A person is disqualified from being a Director if:
- a) they are less than 18 years of age;
 - b) they have been found of unsound mind by a court;
 - c) they are not an individual;
 - d) they have the status of bankrupt;
 - e) they have been found under the Substitute Decisions Act, 1992, or under the Mental Health Act, to be incapable of managing property; or
 - f) they are a person who has been found to be incapable by any court in Canada or elsewhere. (Ontario Not-for-Profit Corporations Act, 2010, c. 15, s. 23 (1)).
- 6.6 The President shall seek, through notice to the membership, and through consultation with the Members, qualified candidates for each of the positions. Nominations will also be accepted from the floor at the Annual General Meeting.
- 6.7 All candidates will be given an opportunity to address the membership at the Annual General Meeting, outlining their election platforms. The Executive Director shall plan, advertise, and mediate this forum.
- 6.8 Each Director shall be elected by direct vote of the Members at the Annual General Meetings and shall serve for a term of one (1) year. A majority of Members present at the Annual General Meeting is required to elect a Director.
- 6.9 Elected Directors will serve terms of one (1) year unless they resign, are removed from, or vacate their office. Directors may be re-elected by the membership at the end of their term.

Vacancies

- 6.10 The office of Director shall be automatically vacated:
- a) upon death;
 - b) when the person ceases to be a resident of Ontario;
 - c) when the person is found of unsound mind;
 - d) when the person submits a bona fide letter of resignation to the Board; or
 - e) when the Voting Members vote, by Ordinary Resolution at a special meeting of Members, to remove the person as a Director.
- 6.11 Vacancies on the Board may, so long as there is a quorum of Directors remaining in office, be filled by the Directors by appointment from among qualified candidates. If there is not a quorum of Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancy or vacancies. A quorum of Directors may appoint only up to one-third ($\frac{1}{3}$) of the number of Directors that were elected at the last Annual General Meeting.

Officers of The Organization

- 6.12 The Board shall appoint Officers from the current Board, who shall be responsible for the day to day workings of the Organization.
- 6.13 The Officers of the Organization shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. Any Officer can be removed from office at any time by a majority vote of the Board.

Powers and Duties

- 6.14 The Board may appoint any persons to perform any function for which it deems necessary to efficiently conduct the Organization's business. The Board will be responsible for the hiring and releasing of all employees, contractors, and volunteers.
- 6.15 The Board shall have the power to administer the affairs of the Organization, and shall have the power to authorize the expenditures.
- 6.16 All Directors will:
- a) act honestly and in good faith as well as in the best interests of the Organization; and
 - b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

- 6.17 No Director shall be remunerated for their services, but Directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Organization.
- 6.18 The Board may appoint committees from time to time to perform such duties as the Board requires.
- 6.19 The Board shall be responsible for setting and establishing guidelines and limitations to manage the affairs of WODS.

Voting

- 6.20 Each Director shall have one vote on any resolution arising at any meeting of the Board. In the event of a tie vote the President shall have a second vote, in addition to their original vote, on that resolution.
- 6.21 At all meetings of the Board, every question shall be determined by an Ordinary Resolution unless otherwise specially provided for by the Act or by this By-law.
- 6.22 More than half the number of Directors holding office that constitutes the Board will form a quorum for the transaction of business, but quorum will never be less than three (3) Directors. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.

Errors in Notice

- 6.23 No accidental error or omission in giving notice of any meeting of the Board or any adjournment of a meeting of the Board shall invalidate any meeting or make void any proceeding taken thereat.

Quorum and Meetings

- 6.24 Notice of such meetings shall be mailed, emailed, or telephoned to each Director not less than forty-eight (48) hours before the meetings are to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such regular meeting no notice need be sent. A Board meeting may also be held, without notice, immediately following the Annual General Meeting of the Organization. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.25 The Board shall hold a minimum of four (4) meetings of the Board in each calendar year in addition to the Annual General Meeting.

Indemnity

6.26 The Organization shall indemnify and save harmless the Directors against all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by any Director in respect of any civil, criminal, or administrative action or proceeding to which the Director is made a party by reason of the Director being or having been a Director of the Organization, except where the Director has failed to act honestly and in good faith with a view to the best interests of the Organization or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the Director did not have reasonable grounds for believing that his or her conduct was lawful. Such indemnity shall enure to the benefit of the Directors and their heirs, executors, administrators, and other legal representatives and shall be binding upon the Organization and its successors and assigns.

Article 7 Annual & Special Meetings of Members

- 7.1 The Annual General Meeting for the Members shall be held at least once each fiscal year at a time and place in the region of Waterloo to be fixed by the Board.
- 7.2 An announcement of the Annual General Meeting shall be mailed, emailed, or telephoned to the Members at least two (2) weeks prior to the Annual General Meeting, and not more than fifty (50) days prior to the Annual General Meeting.
- 7.3 The financial statements will be made available no less than fourteen (14) days before the Annual General Meeting to any Voting Member that requests them.
- 7.4 Twenty (20) Members, in person or in proxy, present at the opening of a membership meeting shall constitute a quorum. Once quorum is established it cannot be lost.
- 7.5 A Special General Meeting of the Organization may be called by a minimum of 10% of the Members or by the President by giving a minimum two (2) weeks written notice, including a reminder of proxy rights, of the time and place to each Member. Notice of any special business shall contain sufficient information to permit Members to form a reasoned judgment on the decision(s) to be made.
- 7.6 Any Member may, by means of written proxy, appoint a proxyholder to act in their place at any General Meeting of the Organization. The proxyholder must be a Member of the Organization. Such proxy must be delivered to the Secretary of the Organization forty-eight (48) hours prior to the General Meeting to which it applies, and shall be valid only for the meeting named therein.
- 7.7 At every General Meeting, each Member shall have one vote in each matter requiring a vote by the membership.

- 7.8 No accidental error or omission in giving notice of any General Meeting of the Organization shall invalidate such meeting and any Member may waive notice of such meeting.
- 7.9 At every Annual General Meeting, the report of the Directors, the financial statement, the minutes of the previous Annual General Meeting, and the report of the auditors shall be presented. The auditors shall be appointed by Ordinary Resolution for the subsequent fiscal year.
- 7.10 The Members may resolve not to appoint an auditor and not to have an audit or a review engagement. Such a resolution is valid only until the next Annual General Meeting of the Members. The resolution requires the support of at least 80% of the Members who voted on the resolution (Ontario Not-for-Profit Corporations Act, 2010, c. 15, s. 76 (1-4)).
- 7.11 The Board will approve financial statements of the Organization of the last fiscal year of the Organization but not more than six months before the Annual General Meeting.

Article 8 - By-laws, Resolutions and Amendments

- 8.1 Voting - These By-laws may only be amended, revised, repealed, or added to:
- a) Under the jurisdiction of the Ontario Corporations Act, by a two-thirds ($\frac{2}{3}$) affirmative vote of the Voting Members present at a meeting duly called to amend, revise, or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition, or deletions will be effective immediately.
 - b) Under the jurisdiction of the Ontario Not-for-Profit Corporations Act:
 - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the Voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.
 - ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act, which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the Voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.
- 8.2 Effective Date - By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the Voting Members at a meeting of the Members.

Article 9 - Repeal of Previous By-laws

9.1 When approved at an Annual General Meeting of the Organization, this draft will be regarded as the By-laws of the Organization; the previous By-laws and amending By-laws thereto are repealed.

9.2 Fundamental Changes - Under the jurisdiction of the Ontario Not-for-Profit Corporations Act, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or Articles. Fundamental Changes are defined as changes that:

- a) change the Organization's name;
- b) add, remove, or change any restriction upon the activity or activities that the Organization may carry on or upon the powers that the Organization may exercise;
- c) create a new category of Members;
- d) change a condition required for being a Member;
- e) change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- f) divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) add, change, or remove a provision respecting the transfer of a membership;
- h) increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) change the purposes of the Organization;
- j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Organization is to be distributed;
- k) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) change the method of voting by Members not in attendance at a meeting of the Members; or
- m) add, change, or remove any other provision that is permitted by the Act.

By-law 2 Financial

Section 1 General

Article 1 Purpose

1.1 The purpose of these by-laws is to provide a basis for all financial transactions of the Waterloo Organization of Disc Sports.

Article 2 General

2.1 The fiscal year of WODS shall be from November 1st to October 31st of the following year.

Article 3 Freedom of Information

3.1 Any Member of WODS may have access to any of the financial records of WODS.

3.2 To view the financial records of WODS, a meeting with the Treasurer must be arranged in advance.

Article 4 Signing Authorities

4.1 The Signing Authorities of WODS shall be the President, the Treasurer, and not more than two additional duly appointed Directors of the Organization.

4.2 The President or the Treasurer must be one of the co-signers on any issued cheques.

4.3 Should any of the Signing Authorities as defined in Article 4 of WODS By-law 2 cease to hold office, their signing authority shall be immediately relinquished.

Section 2 WODS Organizations

Article 5 Budgets

5.1 The organizer of an event, league, or activity must, at the discretion of the Board, submit a complete and detailed budget to the Board, at least two (2) weeks before the event, containing the following information:

- a) anticipated revenues; and
- b) anticipated expenditures including any relevant information regarding the consideration and effort taken to minimize these expenditures.

Article 6 Accounting

- 6.1 The organizer of an event or activity is responsible to ensure adherence to their budget.
- 6.2 Accounting books and records of the finances of each event, league, or activity will be provided to and maintained by the Treasurer and reviewed by another member of the Board, and each organizer shall keep their own copy thereof.
- 6.3 WODS will pay all approved bills upon presentation of an original receipt, or the invoices thereof, and receipt of approval by the respective Director in charge.
- 6.4 All cash revenues of any event, league, or activity must be deposited where designated by the Treasurer and no expenses may be paid out of such cash revenues collected unless expressly authorized by the Treasurer.
- 6.5 Upon request from the Board, any organizer must submit all financial documents and receipts relating to the operation of any event, league, or activity.

Section 3 Contracts, Disbursements and Deposits

Article 7 Contracts

- 7.1 Contracts in the ordinary course of the Organization's operations may be entered into on behalf of the Organization by the President or by any person authorized by the Board.

Article 8 Books and Records

- 8.1 The Directors shall see that all necessary books and records of the Organization required by the By-laws of the Organization or by any applicable statute or law are regularly and properly kept.

Article 9 Deposits

- 9.1 The Treasurer shall deposit to the credit of the Organization, in a bank or trust company to be named by the Board, all sums of money received by the Organization.

Article 10 Interpretation

- 10.1 This document replaces and supersedes all other WODS By-laws regarding financial matters.

By-law 3 Duties and Responsibilities

Section I General

Article 1 **Purpose**

1.1 The purpose of these By-laws is to define the duties and responsibilities of all representatives and officials of the Waterloo Organization of Disc Sports.

Article 2 **Committees**

2.1 The Board may create committees to assist with the execution of the Board's duties and responsibilities.

Article 3 **Delegation of Duties and Responsibilities**

3.1 Subject to the Act, the Articles, the By-laws and any unanimous agreement, the Board may, from time to time, delegate any or all of the powers hereinbefore specified, to a Director, a committee of Directors, or one or more Officers of the Organization.

3.2 The Board may delegate duties and responsibilities to volunteers or employees of the organization.

3.3 However, the representative delegating their duties and responsibilities is expected to ensure these duties and responsibilities are met, by managing the volunteer/employee.

Article 4 - Adoption of this By-law

4.1 This by-law is ratified by a Special Resolution of the Members of the Organization present and entitled to vote at a Meeting of Members duly called and held on October 10, 2018.

4.2 In ratifying this by-law, the Members of the Organization repeal all prior By-law of the Organization provided that such repeal does not impair the validity of any action done pursuant to the repealed By-law.

PASSED by the Board of Directors: September 5, 2018

ENACTED at the Annual General Meeting: