



**2021 ANNUAL GENERAL MEETING PACK**

# Contents

**2021 ANNUAL GENERAL MEETING PACK** ..... 1

**Minutes TUC AGM October 28 2020**..... 3

**PROXY FORM** ..... 8

**RATIFICATION OF BUSINESS CONDUCTED BY TUC** ..... 11

**Bylaw of the Toronto Ultimate Club** ..... 13

# Minutes TUC AGM October 28 2020

Registration to Vote – Performed electronically ahead of time.

## 1. Call AGM to Order: 7.32 PM

- a. Board present: i. Lindsay Earle
  - ii. Juliet O'Farrell
  - iii. Chelsea Jackson
  - iv. Andrew Hunter
  - v. Colin Mattison
  - vi. Patrick Russell

b. Land acknowledgement

c. Welcome Members and Introduce Board of Directors

d. Read Notice / Waive Notice

i. Motion: [ Juliet O'Farrell ] Second: [ Tom ] Vote Result: [ Passed ]

e. Presentation: Voting and ground rules of meeting

## 2. Confirmation of quorum (.5% of Membership)

a. Total members: [157] Members Present: [ 19 ]; James Maynard arrived. -> 20 People

b. Required for Quorum: [ 6 ]

c. 10 persons required to carry a motion. -> 11 persons when our group was 20 persons.

d. Appoint scrutineers: 2 or 3 Persons [ Jamie Millage, Matt Kishi & Jo Malisani ]

i. Motion: [ Wesley Gardiner ] Second: [ Diane Pendlebury ] Vote Result: [ Pass ]

## 3. Approval of Agenda:

a. Motion: [ Colin Mattison] Second: [ Andrew Hunter ] Vote Result: [ Passes ]

## 4. Approval of Minutes of previous AGM

a. 

Motion: [ Juliet O'Farrell ]	] Vote Result: [ Passes ]
Second: [ Tom ]	

b. Business arising from Past Minutes?

i. -none

## 5. Board of Directors Report:

a. Thank you to all the staff who made the AGM possible.

b. Thank you members for attended this AGM when there are limited opportunities to play

c. How COVID changed our plan:

i. Previous discussions were based on growth, the implementation of the 5 year plan. We have pivoted. Thanks to the staff we were able to provide limited playing opportunities; providing Gov't updates almost as fast as they came out.

ii. The board has worked hard to keep TUC, our vision, and mission alive through the pandemic. It was challenged by ever changing information.

i. We were helped by the staff tremendously.

iii. Layoffs - We unfortunately are seeing two staff persons leave the organization.

- i. Matt - Thanks for being the go-to guy. Members really appreciate your work ethic and have expressed their gratitude to the Board
- ii. Jamie - Thank you for building our junior and adult pipelines in the what they are today.
- iii. Jo - The BOD expresses its constant thanks and TUC was well run due to the staff and the ED over the last year.
- iv. The BOD looks to keep the membership engaged to move back into a playing component in the 2020/2021 year. COVID will remain a serious challenge to all sports organizations
- v. Surveys which went out to the membership indicated a higher proportion of players willing to play through COVID but did not materialize when play was permitted to resume.

## 6. Presentation Approval of Audited Financial

### a. Yuri - Presenting Audited Report

- i. Year end is March 31
- ii. Qualified Opinion for Not-For-Profit.
  - i. Everything looks fine 'BUT'
  - ii. For a non-profit, it is often difficult to verify the revenue which is why a qualified opinion is accepted as an audit report.
  - iii. Going 'Concern' - Means 'Business'; can we continue the business until the Next year end (march 31 2021)?
  - iv. Cash Position: The position in March 31 2020 TUC had a strong cash position. This report reflects the position of the Club at March 31 2020; Just before COVID.
  - v. TUC loaned Razor (RMI) funds to build a new venue.
  - vi. Deferred revenue decreased as no person would pay for a tournament that was not going to happen (COVID).
  - vii. Income Statement: League fees were consistent with the prior year. Interest went up due to loan to Razor.
  - viii. Decreases in tournament fees - TUC would have paid for fields into April/Spring 2020 which were subsequently cancelled due to COVID. The refunds would be applied in the next fiscal year (if applicable).
  - ix. Revenue is in excess of expenditures.
  - x. Wage Subsidy shows as 'Cost Reduction' as opposed to a separate line item.
  - xi. Loan Receivable Note - Post year end the agreement was amended with RMI due to COVID considerations. The principal payments were delayed to November 2020; not a real impact to TUC b/c we have a strong cash position. Interest Income would increase. i. No flags raised to auditor by RMI's repayments as they have paid all interest payments to date, on time.
  - xii. Field Commitments: TUC has committed to certain amount of field rentals. Worst case scenario (COVID, No tournaments, no revenue, no refunds); TUC owes 152k in 2021 but can weather this payment if required. This is the worst case scenario.
  - xiii. Credit Risk on loan receivable - TUC has reduced risk by amending the terms of the RMI loan.

### b. Question:

- i. Why is 2022 field commitment 2x that of 2021 & 2023?

A: 2022 is double because the license expires in October 2023. We have reduced fees associated with fields currently with RMI. We also have a large portion of the field funds paid by the gov't

c. Motion to Approve Audited Financial Statements:

i. Motion: [ Juliet ] Second: [ Andrew Hunter ] Vote Result: [ Passes ]

## 7. Executive Director Report:

a. KPIs for the Year:

i. Member retention; 3% growth; develop and improve Social Media; Increase development for coaches and players; Create partnerships that add value to the organization and membership

b. 2019-2020 - Expected a 70k loss; actual -76k

i. TUC looked at various ways to decrease this loss. The loan to RMI's interest was to offset the -76k from the previous year; TUC increased fees to lower the break-ever point

c. Current year: We are down 84% in terms of membership. We did not expect this large a drop due to the surveys put out by TUC. We expected ~ 50% of the membership to return to play in the summer.

d. BOD streamlined the membership Start/End dates to one single time.

e. Looking ahead to 2021 - We are advised to anticipate similar capacity rates to current 2020 COVID

f. Summer 2020 - TUC was not able to create any summer leagues; TUC pivoted to 'Pick-up' bubbles.

i. TUC was not charged for fields we were unable to use.

g. Fall indoor - Expanded the Tuesday indoor league; League numbers dropped due to folding of MLS Monday night.

h. Winter 2020 - Tuesday remains a popular night but decrease overall numbers. Beach Blast was a smaller tournament due to venue location.

i. Junior Programming - Summer 2019 program did not run at a loss. Increased membership and introduced jerseys. Our programs were revenue neutral until we were forced to shut down.

i. 2021 - We will continue to offer juniors. They want to play. Most sports orgs are thriving with their youth programming.

j. TUC focused on strengthening relationships with Ultimate Canada, Ontario Ultimate and others.

k. Strategic Plan - This was turned on its head due to COVID.

i. TUC Successfully increased Social Engagement & a membership feedback mailbox.

ii. We worked to implement a Long-term Athlete Development model.

iii. We began to put an RFX to redo our website however that was tabled due to COVID.

iv. We now report, track concussions with a safe return to play model as required by law.

l. Athlete Development

i. Ran 15th version of a popular high school tournament

ii. The tournament was run on the last day of in-person school in March 2020.

iii. COVID- Off Field Outreach

i. We started various engagement, TUC Trivia, streaming, however over time the participation numbers dropped off.

iv. July 2020 - We had 13 distance events. Low intensity / Medium Intensity tune-ups with modified scrimmage.

i. These programs were without defense.

8. Questions/Statement from the Floor:

- a. Outlying regions Vaughan, Richmond Hill now have their own clubs which are cheaper than TUC.
  - i. A lot of people who played in various leagues outside TUC also continued to play inside TUC. Board has investigated why people move and the various models offered by other clubs. We looked at opportunities to make TUC more valuable (Clinics, Scrim 101). Toronto fields will continue to be more expensive. This issue is on the radar.
  - ii. Andrew Hunter: We are struggling to attract new members. Part of this problem to a new captain is the cost of entry. We need to focus on what TUC offers and focus on what keep bringing people back.
- b. Mississauga Ultimate has no paid staff
  - a. Where in the west end did RMI build the new venue?
    - i. Near the High Park Area is where they would like to build. This project will be delayed.

9. Ratification of Business conducted by the Toronto Ultimate Club in the past year

- a. Policy Updates:
  - a. Inclusivity Policy
  - b. Concussion Policy
  - c. Volunteer Screening
  - d. Junior Code of Conduct
  - e. Discipline Policy
  - f. Bad Weather Policy

b. Motion: [ Colin Mattison ] Second: [ Kaity Williams ] Vote Result: [ Passes ]

10. Ratification of Bylaw Changes

Bylaw Section 4.2

**Current Language:**

*4.2 Unless otherwise determined by the Board, the membership year of the Corporation will be May 1 to April 30 OR September 1 to August 31 OR January 1 to December 31 based on when the membership was purchased, and whether it is a Junior membership or not.*

<b>Proposed Language:</b> <i>Unless otherwise determined by the Board, the membership year of the Corporation will be April 1 to March 31.</i>	a. Motion: [ Andrew Hunter ] Second: [ Diane Pendlebury ] Vote Result: [ Passes ]
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11.

Election of new board members:	Re-running: Chelsea Jackson, Patrick Russell, Juliet O'Farrell Interested Persons: Sanjay Parker, Kaity Williams
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- a. Vote Result / Confirm: [ Chelsea Jackson ]
- b. Vote Result / Confirm: [ Patrick Russell ]
- c. Vote Result / Confirm: [ Juliet O'Farrell ]
- d. Vote Result / Confirm: [ Sanjay Parker ]
- e. Vote Result / Confirm: [ Kaity Williams ]

12. New business:

a. None

13. Next AGM – Scheduled for end of September 2021

a. Meeting Adjournment 9:29 PM [ Diane Pendlebury ] Second: [ James Maynard ] Vote Result: [ Passes ]



# PROXY FORM

FOR OUR ANNUAL GENERAL MEETING

## **A** COMPLETE THIS SECTION TO APPOINT A PROXYHOLDER

By completing this proxy form, you are appointing as your proxyholder

Mr. Andrew Hunter  
Ms. Chelsea Jackson  
Mr. Colin Mattison  
Ms. Juliet O'Farrell  
Mr. Sanjay Parker  
Mr. Patrick Russell  
Ms. Kaity Williams

who are directors of the Corporation, unless you appoint someone else.

Your proxyholder will attend the Meeting and vote on your behalf. Your proxyholder:

- has the same rights you would have if you attended the Meeting in person, including the right to appoint a substitute proxyholder
- will vote as you specify in section B. If you do not specify how you want your vote, the directors named as proxyholders intend to cast the votes represented by proxy at the Meeting as recommended by the board of directors
- may vote as he or she sees fit on any amendments to these items and on any other items that may properly come before the Meeting or any adjournment.

You have the right to appoint someone other than these people as your proxyholder. To do this, print the name of the person you are appointing in the box below. This person does not have to be a member of the Corporation.

Print name of your proxyholder:



## **B COMPLETE THIS SECTION TO PROVIDE VOTING INSTRUCTIONS**

Please check "For", "Against" or "Abstain", as applicable, for each of the following items. Please print in ink. Use a black or blue pen. Mark your vote with an X as shown in this example.

***Motion to approve the financial statements as presented for the last fiscal year reporting period (April 1, 2020 through March 31, 2021).***

*For*

*Against*

*Abstain*

## **C PLEASE SIGN THIS PROXY FORM**

You must sign this proxy form to ensure that it will be accepted as valid. When you sign this proxy form, you authorize the proxyholder to act and vote on your behalf at the Meeting and any adjournment, and to carry out your voting instructions.

\_\_\_\_\_  
**SIGNATURE** If you do not include a date, we will deem it to be *6 November, 2021*      \_\_\_\_\_ **2021**  
Day                      Month                      Year

This form must be submitted to the Corporation no later than 2 days prior to the meeting. The form must be scanned and sent via email to [ed@tuc.org](mailto:ed@tuc.org).

**Toronto Ultimate Club  
Annual General Meeting  
Monday November 8th, 2021  
7:30 pm – 9:15 pm  
Google Meets  
Agenda**

	Delegate Roll Call	7:30pm
1.	Call AGM to Order - Welcome Members and Introduce Board of Directors - Voting and ground rules of meeting	7:45pm
2.	Confirmation of quorum (.5% of Membership) - Appoint scrutineers	7:50pm
3.	Approval of Agenda	8:00pm
4.	Approval of Minutes of previous AGM - Any business arising from these minutes?	8:05pm
5.	Board of Directors Report	8:10pm
6.	Presentation & Approval of Audited Financial Statements and Financials Reports	8:15pm
7.	Report from the Executive Director	8:30pm
8.	Ratification of Business Conducted by the Toronto Ultimate Club in the Past Year - Re-naming of the Fields Fund to Development Fund	8:35pm
9.	Election of New Board Members	8:55pm
10.	New Business arising?	9:10pm
11.	Next AGM will be end of September 2022	9:14pm
12.	Meeting adjournment	9:15pm

## RATIFICATION OF BUSINESS CONDUCTED BY TUC

### NOTICE OF MOTION FOR THE ANNUAL GENERAL MEETING

#### AMENDMENTS TO THE AGM AGENDA - NOTICE TO CHANGE NAME OF THE FIELDS FUND TO DEVELOPMENT FUND

**Date: 5 August 2021**

**Submitted by: Andrew Hunter**

**Motion #: 1**

**Moved by: Andrew Hunter**

**Seconded by: Patrick Russell**

**REFERENCE:** (Section, article, number, page, etc.)

Notice to add to the AGM Agenda for membership to vote on/ratify, changing the name and purpose of TUC's Field Fund.

**WHEREAS** (Article as currently written.)

Beginning in 2003, it was determined that a member contribution would be allocated to a capital fund called "The Fields Fund." The purpose of the Fund is to accumulate capital for future use to acquire, develop, maintain, improve, and otherwise support the Club's ability to obtain playing fields. A precedent exists for large Ultimate organizations to build their own fields - Ottawa Carleton Ultimate Association successfully built its own Ultimate field complex. The TUC Fields Fund is steadily growing and the Club is actively looking for suitable public or private field development opportunities. <https://www.tuc.org/club/fields-fund>

**BE IT RESOLVED THAT** (Motion. State whether revision, addition, deletion)

Rename "The Fields Fund" to "Development Fund".

The funds would go towards developing our club in a meaningful way. The goal is to rebuild the club, attract more members from all skill levels, and grow the juniors program. We have received many requests to redevelop the TUC website, and making these funds available for development projects could help us see requests like this through.

#### **RATIONALE**

TUC introduced the field fund in 2003. The original goal was to acquire and develop land into a field that would be dedicated to the sport of ultimate.

Over the past two decades, land prices in Toronto have grown much faster than our fund. In addition, owning such an expensive asset would present a lot of additional challenges to the club in the areas of taxes, maintenance, administration and ensuring that it be available for all teams across the city.

The club has also struggled for the past few years with declining membership, and this was magnified by the restrictions placed to control the spread of COVID-19. This has led to us having more fields than we could use in some cases.

The TUC Board of Directors would like to rename the Field Fund to the Development Fund so that we can put these funds toward developing our club in a meaningful way. The goal is to rebuild the club, attract more members from all skill levels, and grow the juniors program. We have received many requests to redevelop the TUC website, and making these funds available for development projects could help us see requests like this through.

**FINANCIAL IMPLICATIONS**

**FINAL RECOMMENDATIONS:**

**Passed**       **Amended**       **Withdraw**       **Defeated**

# Bylaw of the Toronto Ultimate Club

*A Bylaw to regulate the general affairs of the Corporation, in accordance with the Ontario Corporations Act (the “Act”), as amended*

## Article 0 – Definitions

0.1 The following terms have these meanings in this Bylaw:

- Act – the Ontario Corporations Act, as amended or any successor legislation.
  - Auditor – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
- Board – the Board of Directors of the Corporation.
- Corporation – Toronto Ultimate Club.
- Days – will mean days irrespective of weekends and holidays.
  - Director – an individual elected or appointed to serve on the Board pursuant to this Bylaw, and collectively, Directors.
- Ex-Officio – means membership or appointment by virtue of the office.
  - Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to this Bylaw.
  - Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or at meeting of Members.
  - Special Resolution – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the Members for which proper notice has been given.

## Article 1 – Name

1.1 There is constituted hereby an organization incorporated as the Toronto Ultimate Club.

## Article 2 – General

2.1 The head office of the Corporation shall be in the municipality/city of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time determine.

2.2 The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

2.3 Except as provided in the Act, the Board will have the authority to interpret any provision of this bylaw that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

2.4 Unless otherwise specified in this bylaw, meetings of Members and meetings of the Board will

be conducted according to Roberts Rules of Order (current edition).

2.5 All terms contained in this bylaw that are defined in the Act will have the meaning given to such terms in the Act. Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

2.6 The headings used in the Bylaw are inserted for convenience of reference only.

### **Article 3 – Membership**

3.1 The membership shall consist of individuals. Any interested person may become a Member under such terms and conditions as the Board of Directors may from time to time deem appropriate, and who agrees to abide by the Corporation's Bylaw, policies, procedures, rules and regulations. Nothing in this Article precludes the Corporation from treating non-member individuals as members for the purposes of the Corporation's insurance, where so authorized by the Corporation's policies.

3.2 No candidate for membership will be admitted as a Member of the Corporation unless:

3.2.1 The candidate member has made an application for membership in a manner prescribed by the Corporation;

3.2.2 The candidate member has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board;

3.2.3 If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;

3.2.4 If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and

3.2.5 The candidate member has paid dues as prescribed by the Board.

3.3 Each Member shall be entitled to one vote on each question arising at any special or general meeting of the members. Each Member shall promptly be informed by the Secretary of his/her admission as a Member.

3.4 Membership in the Corporation is non-transferable.

3.5 Membership in the Corporation will terminate immediately upon:

3.5.1 The expiration of the Member's annual membership, unless renewed in accordance with this bylaw.

3.5.2 Resignation by the Member by giving written notice to the Corporation, subject to Section 4.6.

3.5.3 Dissolution of the Corporation.

3.5.4 Dissolution if the member is a corporation or representing a Corporation.

3.5.5 Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided notice is provided with reasons and the member is provided an opportunity to be heard.

3.6 A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

3.7 A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

3.8 In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

3.9 A Member will be in good standing provided that the Member:

3.9.1 Has not ceased to be a Member;

3.9.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

3.9.3 Has completed and remitted all documents as required by the Corporation;

3.9.4 Has complied with the Constitution, Bylaw, policies and rules of the Corporation;

3.9.5 Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

3.9.6 Has paid all required membership dues.

3.10 Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership, including but not limited to programming or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **Article 4 – Fees**

4.1 All Members shall pay a membership fee as determined from time to time and passed at a meeting of the Board of Directors. This fee entitles Members to a maximum of one year membership in the Corporation.

4.2 Unless otherwise determined by the Board, the membership year of the Corporation will be April 1 to March 31.

4.3 Membership duration is accorded on an annual basis and all Members will re-apply for membership annually.

## Article 5 – Board of Directors

5.1 The affairs of the Corporation shall be managed and administered by a Board of Directors (the “Board”) consisting of 7 Directors, all of whom shall be elected Members.

5.2 Any individual who is eighteen (18) years of age or older, who is not un-discharged bankrupt, who has the power under law to contract, who is not a current employee of the Corporation, who is not a former employee of the Corporation whose employment services ceased within the last two (2) calendar years, and is a member in good standing of the Corporation, may be nominated for election as a Director.

5.3 The election of Directors will take place annually at the Annual General Meeting as follows:

5.3.1 # of Directors will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with section 5.3.2.

5.3.2 # of Directors will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with section 5.3.1.

5.4 Elections will be decided by written majority vote of the Members in accordance with the following:

5.4.1 One Valid Nomination – Winner declared by acclamation.

5.4.2 Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

5.5 Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with this bylaw, unless they resign, are removed from or vacate their office.

5.6 Meetings of the Board may be formally called by the President; or the Secretary on direction in writing of two other directors.

5.7 The immediate past-President, if not re-elected as a Director, shall act for one year as an ex-officio member of the Board at the discretion of the Board by way of Ordinary Resolution, but does not have the capacity to vote.

5.8 All Directors must be paid up active Members.

5.9 A Director who has an interest, or who may be perceived as having an interest in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.



5.10 The Board shall determine by a simple majority vote, whether or not a Director has a conflict of interest. A Director who declares a conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter.

5.11 At all meetings of the board, every question shall be determined by a majority of the votes unless otherwise specially provided for by the Act, by this Bylaw or by the currently accepted Rules of Order of the Board.

5.12 The Board may exercise or direct the exercise of all such powers of the Corporation as are not by the Act or by this Bylaw required to be exercised by the members at general meetings.

### **Vacancies**

5.13 Vacancies on the Board, however caused, may so long as there is a quorum of Directors remaining in office be filled by the Directors by appointment from among qualified Members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual general meeting of the members at which the directors are elected. 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 Director who is appointed under this section shall serve out the remaining term of the former director whose vacancy is being filled.

5.14 The office of a Director on the Board shall be automatically vacated:

5.14.1 If they cease to be a Member and do not renew prior to the next Board meeting;

5.14.2 If by notice in writing delivered to the President they resign their office; where a

Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.14.3 If by resolution passed by a three-quarters majority vote of those present at a special general meeting of the members called for that purpose, they are removed from office;

5.14.4 If the Director is absent from meetings of the Board for a period greater than four consecutive months, and a required vote held at the next Board meeting does not confirm the Director in their position by a two-thirds majority vote of the Board at that meeting; or

5.14.5 Otherwise, in accordance with the provisions of the Act;

### **Quorum and Meetings**

5.15 No less than two-thirds the number of directors holding office which constitutes the Board will form a quorum for the transaction of business, but quorum will never be less than five (5) Directors. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

5.16 Notice of such meetings shall be mailed, emailed or telephoned to each director not less than 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 Bylaw 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 of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

5.17 The Directors may consider or transact any business, either special or general, at any meeting of the Board.

5.18 A resolution in writing signed by all the Directors is as valid as if it had been passed at a Directors' meeting.

5.19 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.20 A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### **Voting**

5.21 The President shall act as the Chairperson of the Board of Directors. All Directors present may vote on any question. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.22 At all meetings of the members, directors or committees, in case of an equality of votes at any meeting whether a show of hands or at a poll, the Chairperson of that meeting shall be entitled to a second or casting vote to make or break a tie.

### **Article 6 – Errors in Notice, Board of Directors**

6.1 No error or omission in receiving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **Article 7 – Powers and Duties**

7.1 The Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to do.

7.2 The Board may lease property for a certain period to any party upon the authorization of a

simple majority vote at a meeting of the Board upon terms and conditions determined by the Board.

7.3 The Board may appoint any person or persons to perform any function for which they deem necessary to conduct efficiently the Corporation's business. The Board will be responsible for the hiring and releasing of all employees, contractors and volunteers.

7.4 The Board shall establish standing and temporary committees which the Board deem necessary to adequately serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the Chairperson of that committee. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board if in the Board's opinion it no longer serves such current, useful purpose. All temporary committees of the Board are automatically dissolved at the Annual General Meeting.

7.5 The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

7.6 Every Director will:

7.6.1 Act honestly and in good faith with a view to the best interests of the Corporation; and

7.6.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **Article 8 – Officers of Corporation**

8.1 There shall be offices of President, Vice President and Secretary. Other Directors shall be Directors-At-Large. No person shall serve as an Officer if after election he/she has been disqualified as a member of the Board. The offices of President, Vice President and Secretary shall be occupied by different persons. All contractors, if there are any, may not concurrently hold a position on the Board.

8.2 The offices of the President, the Vice-President and the Secretary shall collectively be known as the Executive. The Executive shall be empowered to act on behalf of the Corporation and granted all the powers of the Board between Board meetings.

8.3 The positions of President, Vice President and Secretary shall be elected by a simple majority at a Board meeting called for that purpose, immediately following the Annual General Meeting.

### **Duties of the President**

8.4 The President shall be the chief executive officer of the Corporation and shall be an ex officio member of all standing committees.

8.5 The President shall, when present, preside at all meetings of members of the Corporation. The President shall also be charged with the general management and supervision of the affairs and operations of the Board of Directors of the Corporation. During the absence or inability of the President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercise any such duty or power, absence or inability of the Chairperson shall be presumed with reference there to.

8.6 The Vice - President, or the Secretary in the absence of the President, shall be the official spokesperson for releasing to the public only such information as is authorized from time to time as official policy.

#### **Duties of the Vice President**

8.7 The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform other such duties as the Board from time to time may by resolution determine. In the absence or disability of the Secretary, the Vice President shall perform the duties and exercise the powers of the Secretary, and shall perform other such duties as the Board from time to time may by resolution determine.

#### **Duties of the Secretary**

8.8 The Secretary shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall cause financial statements of the Corporation, for the just completed fiscal year and any other financial statements the Board may from time to time require, to be prepared and presented to the members.

8.9 The Secretary shall deposit to the credit of the Corporation, in a bank or trust company to be named by the Board, all sums of money received by the Corporation. The Secretary shall disburse the funds of the Corporation in the regular course of its work or as he or she may be ordered or approved by the Board.

8.10 The Secretary shall take the minutes of each meeting and will present them at the subsequent meetings at the direction of the Board. She or he will be responsible for the safe custody of all corporate books and records and must release no information from these books and records except as authorized by the Board as required by statute, and be responsible for ensuring that all records of the Corporation are accessible to those permitted in a timely fashion. In the absence or disability of the President and Vice-President, the Secretary shall perform the duties and exercise the powers of the President and Vice-President, and shall perform other such duties as the Board from time to time may by resolution determine.

### **Article 9 – Committees**

9.1 Without precluding the ability of the Board of Directors to create additional standing and temporary committees, the Corporation shall have Standing Committees for Finance, Human Resources, Operations, and Governance.

#### **Finance Committee**

9.2 The Finance Committee shall be chaired by the Secretary, and shall ensure that the Corporation's books and accounts are kept in current and good standing. The Finance Committee is also responsible for providing oversight, and working with the auditors, the budget, and any employees or contractors in matters of finances.

### **Human Resources Committee**

9.3 The Human Resources Committee shall appoint from its members one person to act as Chairperson of that committee. That person must be a current member of the Board. The Human Resources Committee will concern itself with the hiring and review of any employees, contractors and volunteers.

### **Operations Committee**

9.4 The Operations Committee shall appoint from its members one person to act as Chairperson of that committee. That person must be a current member of the Board of Directors. The Operations Committee will concern itself with the day to day running of the Corporation and work as an advisory group to any employees, contractors or volunteers engaged in the day to day operation of the Corporation.

### **Governance Committee**

9.5 The Governance Committee shall appoint from its members one person to act as Chairperson of that committee. That person must be a current member of the Board of Directors. The Governance Committee will concern itself with reviews of the Corporation's bylaws, policies and practices, adherence to relevant federal and provincial laws, and the identification of potential candidates for the Board.

### **Reporting and Powers**

9.6 All committee Chairpersons are responsible for providing a report to the Board of Directors at each meeting of the Board. If for some reason they are unable to be present, it is expected that they will provide a summarized written report to the Board to be delivered by another Director.

9.7 Committees may meet as often as required, but must meet at least once every three months.

9.8 Committees do not have any powers beyond what the Board may from time to time grant them. Committees are to make recommendations for motions to the Board that the Board may consider their input.

9.9 The Board may remove any Committee or any member of any Committee.

## **Article 10 – Annual & Special Meetings of Members**

10.1 The general meeting of the members shall be held at a location in the Municipality of Toronto as the Board may determine and on such day as the Directors shall appoint.

10.2 A general meeting shall be held a minimum of once every 15 months since the last annual general meeting, or as stipulated by the Act.

10.3 The annual general meeting shall be held within six months following the end of the fiscal year, or as stipulated by the Act. Any Member, upon request, will be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

10.4 At every annual general meeting, in addition to any other business that may be transacted, the

report of the Directors, the financial statement, the minutes of the previous general meeting and the report of the auditors shall be presented. The auditors shall be appointed by a simple majority vote for the subsequent fiscal year.

10.5 A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

10.6 A person nominated to be an officer of the Corporation must be in attendance at the meeting.

Each nomination must be seconded.

10.7 Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such mean available. A person so participating in a meeting is deemed to be present at the meeting.

10.8 Written or electronic notice of meetings of Members will be given to all voting Members at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda and reasonable information to permit Members to make informed decisions; and state the text of any special resolution to be decided.

10.9 Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with this bylaw.

10.10 No other item of business will be included in the notice of the member's meeting unless notice in writing of such other item of business, or a Member's proposal has been given to the Secretary sixty (60) days prior to the annual meeting.

10.11 Meetings of Members will be closed to the public except by invitation of the Board.

## **Article 11 – Notice**

11.1 No error or omission in receiving notice of any general meeting of any adjourned meeting, whether election or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation. An address may include any e-mail address provided by the Member.

11.2 In this bylaw, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

11.3 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

11.4 The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **Article 12 – Adjournments**

12.1 Any meeting of the Corporation or of the Board may be adjourned to any time, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place

12.2 Any meeting of the Corporation or of the Board may be adjourned to any time, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **Article 13 – Quorum of Members**

13.1 A quorum for a general meeting and for transaction of any business at such meeting shall be at least 0.5% of paid up Members, including at least 3 Directors. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **Article 14 – Voting of Members**

14.1 Subject to the provisions, if any, contained in this Bylaw, each Member shall at all meetings of members be entitled one vote.

14.2 At all meetings of members every question shall be decided by a majority of votes of the Members present in person or represented by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to the effect in the minutes of the meeting shall be admissible in evidence of prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present. Such poll shall be taken in such a manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question.

14.3 A resolution in writing signed by all the voting Members is as valid as if it had been passed at a Members' meeting.

14.4 Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxy holder to attend and vote on behalf of the voting member. A proxy must:

14.4.1 Be signed by the member;

14.4.2 Comply with the form as stipulated by the Corporation; and

14.4.3 Be submitted to the Corporation at least (2) days prior to the members meeting

14.5 A voting member may vote by mail, telephonic or electronic means, instead of proxy, if:

14.5.1 The votes may be verified as having been made by the member entitled to vote; and

14.5.2 The Corporations is not able to identify how each member voted.

## **Article 15 – Financial Year**

15.1 Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

## **Article 16 – Duties of Other Officers**

16.1 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **Article 17 – Execution of Documents**

17.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and Secretary or by any person authorized by the Board.

17.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary or by any person authorized by the Board.

17.3 Notwithstanding any provisions to the contrary contained in the Bylaw of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

17.4 At each Annual General Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

17.5 The Board will approve financial statements of the Corporation of the last fiscal year of the Corporation but not more than six months before the Annual General Meeting and present the approved financial statements before the members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any voting member requesting a copy of the Financial Statements not less than 21 days before the Annual General Meeting.

17.6 The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

17.7 All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation



under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with this bylaw.

17.8 A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **Article 18 – Books and Records**

18.1 The Directors shall see that all necessary books and records of the Corporation required by the Bylaw of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Article 19 – Cheques**

19.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the President, the Secretary, the Vice President, and the duly appointed fourth signing officer of the Corporation. Any one of such signing officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers or the same may be endorsed "for Collection" or "for deposit" with the bankers of the Corporation. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release verification slips.

## **Article 20 – Borrowing**

20.1 The Board may, subject to the Bylaw of the Corporation herein:

20.1.1 Borrow money on the credit of the Corporation, or

20.1.2 Issue, sell or pledge securities of the Corporation, or

20.1.3 Charge, mortgage, hypothecate or pledge all or any of the personal property of the Corporation, including book debts rights, powers, franchises and undertakings, to secure any other obligation or liability of the Corporation, or

20.1.4 Conduct lotteries in accordance with applicable existing laws.

20.2 From time to time the Board of Directors may authorize any director, officer, employee or contractor of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any monies borrowed generally to manage, transact and settle the borrowing of money by the Corporation for its purpose to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario; and sell, transfer and assign such investments from time to time, for which purposes the signatures of the Secretary and the President shall be sufficient.

## **Article 21 – Bylaws, Resolutions and Amendments**

21.1 Additions, amendments or alterations to this Bylaw shall be made by a two-thirds majority vote of the voting members at a general meeting.

21.2 Amendments to this Bylaw shall be recorded at the end of the document containing the Bylaw, and the Corporation shall maintain a version of the document which consolidates all previous amendments.

## **Article 22 – Repeal of Previous Bylaws**

22.1 When approved by an Annual General Meeting of the Corporation this draft shall here forth be regarded as the Bylaw of the Corporation; the previous Bylaws and amending Bylaws thereto are repealed.

## **Article 23 – Liabilities and Indemnity**

23.1 Every director or officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or contractor or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of the office or in relation thereto, provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

23.2 Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, an ex officio, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if (a) the person acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that their conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

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

#### **Article 24 – Dissolution**

24.1 The Corporation may be dissolved in accordance with the Act. Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

#### **Article 25 – Adoption of this bylaw**

25.1 This bylaw is ratified by a two-thirds affirmative vote of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on September 18th 2017.

25.2 In ratifying this bylaw, the Members of the Corporation repeal all prior By-law of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaw.

PASSED by the Board of Directors: (2017/08/17)

ENACTED at the Annual General Meeting: (2017/09/18)

#### **Amendments 8September2019**

4.2 membership year of the Corporation will be May 1 to April 30

5.1 consisting of 7 Directors, all of whom shall be elected Members.

5.15 No less than two-thirds the number of directors holding office which constitutes the Board will form a quorum for the transaction of business, but quorum will never be less than five (5) Directors. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

5.2 Any individual who is eighteen (18) years of age or older, who is not un-discharged bankrupt, who has the power under law to contract, who is not a current employee of the Corporation, who is not a former employee of the Corporation whose employment services ceased within the last two (2) calendar years, and is a member in good standing of the Corporation, may be nominated for election as a Director.

PASSED AND APPROVED by the Board of Directors on 8September2019

ENACTED at the Annual General Meeting 30September2019

#### **Amendments 31August2020**

Submitted by: The Board of Directors

Date: 31 August 2020

Reference: Article 4 - Fees, Bylaw 4.2.

Whereas (Article as currently written): Unless otherwise determined by the Board, the membership year of the Corporation will be May 1 to April 30 OR September 1 to August 31 OR January 1 to December 31 based on when the membership was purchased, and whether it is a Junior membership or not.

Be it Resolved That: Article 4 - Fees, Bylaw 4.2 be amended as follows: Unless otherwise determined by the Board, the membership year of the Corporation will be April 1 to March 31.

Rationale: The Toronto Ultimate Club's auditor suggested during the 2019 audit that TUC's memberships align with the club's financial year. At the BoD meeting on August 20th, 2020, the Board passed the motion to change the membership year to match the fiscal year. This motion aligns the bylaws with the motion passed by the board.

PASSED AND APPROVED by the Board of Directors on 1 September 2020.

ENACTED at the Annual General Meeting on 28 October 2020