

THE ONTARIO RUGGER UNION (OPERATING AS RUGBY ONTARIO)
By-Laws

As amended by the Board of Directors on February 15, 2017
Ratified by the Membership – April 23, 2017
In force as of February 15, 2017

ARTICLE I: GENERAL

- 1.1 Purpose – These By-Laws relate to the general conduct of the affairs of The Ontario Rugger Union, which may do business as Rugby Ontario.
- 1.2 Definitions – The following terms have these meanings in these By-Laws:
- a) *Act* – the Ontario Corporations Act, 1990 or any successor legislation, including the Not-for-Profit Corporations Act, 2010 and the Electronic Commerce Act, 2000.
 - b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting as referenced in Section 7.3.
 - c) *Board* – the Board of Directors of the Corporation.
 - d) *Business days* – days excluding weekends and statutory holidays.
 - e) *Chair* - the individual appointed to head a Committee established by the Board or Chief Executive Officer.
 - f) *Chief Executive Officer* – the individual appointed or hired by the Board to administer the day-to-day affairs of the Corporation.
 - g) *Corporation* – the Ontario Rugger Union, which operates as Rugby Ontario.
 - h) *Days* – days including weekends and statutory holidays.
 - i) *Delegate* – the individual authorized to hold the votes of a Member at a meeting of the Members.
 - j) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
 - k) *Ex-Officio* – membership or appointment by virtue of the office.
 - l) *Member* – a Club, Branch Union, or other Rugby Organization as defined in Section 2.1.
 - m) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - n) *Membership Dues* – the annual dues paid by a Member as part of its annual application.
 - o) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - p) *Registered Participant* – an individual registered with a Member as defined above, and with Rugby Canada.
 - q) *Registered Office* – the head office for the Corporation so approved by the Board.
 - r) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
 - s) *Written Notice* – has the meaning referenced in Section 9.1
- 1.3 Registered Office – The registered office of the Corporation shall be located within the Province of Ontario, unless amended in accordance with the Act.
- 1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted or changed by Ordinary Resolution of the Board.

- 1.5 No Gain for Members – The Corporation conducts its affairs without the purpose of gain for its Members, and any profits or other accretions to the Corporation are to be used in promoting its objects.
- 1.6 Ruling on By-Laws – Except as provided in the Act, the Board has the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear.
- 1.7 Conduct of Meetings – Unless otherwise specified in these By-Laws, meetings of Members, and of the Board are to be conducted according to *Robert's Rules of Order* (current edition).
- 1.8 Interpretation – All terms contained in these By-Laws that are defined in the Act have the meaning given to such terms in the Act. Words importing the singular include the plural and vice versa; words importing the masculine include the feminine and vice versa; and words importing persons include bodies corporate.
- 1.9 Headings – The headings used in the By-Laws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

- 2.1 Categories – The Corporation has one category of Member: **Rugby Organization**
This is defined as an organized rugby group with one or more teams playing in a league or competition sanctioned by the Corporation, and which has agreed to comply with these By-Laws and the Corporation's policies and procedures.
- 2.2 Admission of Members – No Rugby Organization shall be admitted as a Member of the Corporation unless it:
 - a) Is free from conflict with the Laws of Rugby interpreted by Rugby Canada or by World Rugby;
 - b) Has a permanent mailing address in Ontario;
 - c) Has made an application for membership in a manner prescribed by the Corporation;
 - d) Does not purport to represent other Rugby Organizations already partly or wholly represented by a Member, except with the written consent of the Member;
 - e) Is administered, managed, or controlled by a Board of Directors, committee, or similar body appointed or elected by its members at a duly convened meeting of its members;
 - f) At the time of applying for membership, is currently a Member in good standing;
 - g) At any time previously a Member, was in good standing at the time of ceasing to be a Member;
 - h) Has paid dues as prescribed by the Board;
 - i) Agrees to undertake on behalf of itself, its members, and employees to uphold and comply with these By-Laws and the policies and procedures of the Corporation;
 - j) Meets any other condition of membership determined by the Board; and
 - k) Has been approved by majority vote as a Member by the Board, or any committee, or individual delegated this authority by the Board.
- 2.3 Membership Duration – Unless otherwise determined by the Board, the membership year of the Corporation is January 1st to December 31st. Membership duration is accorded on an annual basis and Members shall re-apply for membership annually.

- 2.4 Membership Dues – Membership dues are determined annually by the Board.
- 2.5 Transfer – Membership in the Corporation is non-transferable.
- 2.6 Termination – Membership in the Corporation may be terminated immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-Laws;
 - b) Resignation by the Member by giving written notice to the Corporation;
 - c) Dissolution of the Corporation; or
 - d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given, and the Member is provided with reasons and the opportunity to be heard.
- 2.7 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.
- 2.8 Arrears – A Member may be expelled from the Corporation for failing to pay membership dues or other monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- 2.9 Discipline – In addition to expulsion for failure to pay membership dues or other monies owed to the Corporation, a Member may be suspended or expelled from the Corporation, or otherwise disciplined, in accordance with the Corporation’s policies and procedures relating to the discipline of Members.
- 2.10 Suspension – A Member may be suspended from membership as a result of a discipline action or upon seven (7) days notice of failing to maintain the conditions of membership.
- 2.11 Dues Payable – Any dues, or other monies owed to the Corporation by suspended or expelled Members remain due.
- 2.12 Good Standing – A Member is in good standing, provided the Member:
- a) Is in compliance with the Laws and Regulations of World Rugby, as administered by Rugby Ontario;
 - b) Has not ceased to be a Member;
 - c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - d) Has completed and remitted all documents as required by the Corporation;
 - e) Has complied with the By-Laws, policies and procedures of the Corporation;
 - f) 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
 - g) Has paid all required membership dues.
- 2.13 Cease to be in Good Standing – A Member that ceases to be in good standing, as determined by the Board is not entitled to vote at meetings of the Members, or to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III: MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members include Annual Meetings and Special Meetings.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board, or upon the written requisition of ten percent (10%) or more of the eligible voters (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. If the Board does not call a meeting within twenty-one (21) days from the date of the deposit of the requisition, any member who signed the requisition may call the meeting.
- 3.3 Location and Date of Annual Meeting – The Corporation shall hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting is to be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation’s fiscal year end. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the most recently approved financial statements and the auditor’s report.
- 3.4 Participation by Electronic Means – 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 means available. A person so participating in a meeting is deemed to be present at the meeting.
- 3.5 Notice – Written notice of the date of the Annual Meeting shall be given to all Members in good standing, Directors, and the Auditor at least fifty (50) days prior to the date of the meeting. The second written notice, given at least thirty (30) days prior to the date of an Annual Meeting of the Members shall contain:
- a) A reminder of the right to vote by proxy or by absentee ballot;
 - b) A proposed agenda;
 - c) Reasonable information to permit Members to make informed decisions;
 - d) Nominations of Directors; and
 - e) The text of any resolutions or amendments to be decided.
- Written notice of the date of a Special Meeting shall be given to all Members in good standing at least twenty-one (21) days prior to the date of the meeting and shall contain sub-paragraphs a), b), c) and e) above.
- 3.6 Error or Omission in Giving Notice – No accidental error or omission in giving notice of any meeting of the Members invalidates the meeting, or any proceedings taken at the meeting.
- 3.7 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice. Attendance of the person at the meeting is to be deemed a waiver of notice of the meeting, unless it is for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called in accordance with these By-Laws.
- 3.8 New Business – No other item of business is to be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal has been submitted to the Board fifty (50) days prior to the meeting, in accordance with procedures as approved by the Board. Copies of all such proposals, together with copies of any amendments

thereto proposed by the Board, and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the second notice calling an Annual Meeting.

- 3.9 Quorum – Ten (10) voting Members constitute a quorum. 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.
- 3.10 Closed Meetings – A Registered Participant may attend meetings of the Members, but meetings of Members are closed to other persons except by invitation of the Board.
- 3.11 Agenda – The agenda for the Annual Meeting shall include:
- a) Call to order;
 - b) Establishment of quorum;
 - c) Approval of the agenda;
 - d) Approval of minutes of the previous Annual Meeting;
 - e) Presentation and approval of reports;
 - f) Report of the Auditor;
 - g) Appointment of the Auditor;
 - h) Approval of Registered Participant dues unless moved to a Special Meeting;
 - i) Business as specified in the meeting notice;
 - j) Election of new Directors; and
 - k) Adjournment
- 3.12 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who are responsible for ensuring that votes are properly cast and counted with due regard for respecting the confidentiality of voting by secret ballot.

Voting at Meetings of Members

- 3.13 Number of Votes – Members in good standing have voting privileges based on the number of Registered Participants with the Member, as follows:
- a) Up to and including 50 Registered Participants [1 vote]
 - b) 51-100 Registered Participants [2 votes]
 - c) 101-150 Registered Participants [3 votes]
 - d) 151-200 Registered Participants [4 votes]
 - e) 201-250 Registered Participants [5 votes]
 - f) 250+ Registered Participants [6 votes]

For Annual Meetings and Special Meetings, the number of votes is based on the total number of Registered Participants in the current or previous calendar year, as determined by the Board, depending on the timing of the Meeting.

- 3.14 Delegates – Each Rugby Organization, via its President, may appoint through written notice to the Registered Office, at least two (2) business days prior to the meeting of Members, one Delegate to represent the Member. The Delegate holds the number of votes for the Member. No person may be designated as a Delegate for more than one Member but may hold proxies as described herein. Although only the registered Delegate may vote, any person from the membership of a Member is entitled to speak at an Annual Meeting or Special Meeting.

- 3.15 President as Delegate – In the absence of the Member appointing a Delegate, the President of the Member may act as the Delegate.
- 3.16 Written Resolution – A resolution signed by all the Members, including using electronic means, is as valid as if it had been passed at a meeting of the Members.
- 3.17 Proxy Voting – 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 Member. To be valid, a proxy shall:
- a) Be signed by the Member;
 - b) Be assigned to another Member;
 - c) Comply with the form as stipulated by the Corporation; and
 - d) Be submitted to the Registered Office at least two business (2) days prior to the meeting of the Members.
- 3.18 Proxy Limits - The total number of proxy votes that a Member is permitted to hold is twice as many total proxy votes as their own eligible votes, up to a maximum of twelve (12) proxy votes. For example, if a Member has four (4) votes, that Member may hold up to a maximum of eight (8) proxy votes. Notwithstanding the above, a Member is entitled to hold the proxy vote of one other Member regardless of the number of eligible votes that the Member holds.
- 3.19 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions, and for the election of Directors by submitting its vote to the Secretary at least two (2) business days prior to the vote being taken.
- 3.20 Voting by Mail or Electronic Means – A Member may vote by mail, telephonic or electronic means provided:
- a) The votes may be verified as having been made by the Member entitled to vote; and
 - b) The Corporation is not able to identify how that Member voted in a secret ballot.
- 3.21 Voting Procedure – Except upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors shall be held by means of a show of voting cards, or other mechanism signaling the number of votes held by each Member.
- 3.22 Majority of Votes - Except as otherwise provided in these By-Laws, the majority of votes decide each issue. In the case of a tie, the Chairperson of the Corporation (or designate) shall cast the deciding vote.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board shall consist of eight (8) Directors.
- 4.2 Composition of the Board - The Board of the Corporation consists of the following:
- a) Chairperson
 - b) Vice Chairperson
 - c) Treasurer

- d) Secretary
- e) Directors-at-Large (4)

Election of Directors

- 4.3 Eligibility – To be eligible for election as a Director, an individual shall:
- a) Be eighteen (18) years of age or older;
 - b) Be a resident of Canada as defined in the *Income Tax Act*;
 - c) Be willing to comply with the Rugby Ontario Director’s Code of Conduct and Confidentiality Policy;
 - d) Have the power under law to contract;
 - e) Not have been declared incapable of managing property under the Ontario Substitute Decisions Act, 1992 or under the Mental Health Act, 1990;
 - f) Not have the status of bankruptcy;
 - g) Consent to submitting a Vulnerable Sector Screening check; and
 - h) Consent to provide, receive, and retain information and records in electronic form.
- 4.4 Nominating Committee – The Board shall appoint a Nominating Committee at least four (4) months before the Annual Meeting that is responsible for soliciting nominations for the election of the Directors. The members and terms of reference are as determined by the Board.
- 4.5 Call for Nominations – At least ninety (90) days prior to the Annual Meeting, the Nominating Committee shall issue a ‘Call for Nominations’ using any means of communication and which states:
- a) The method by which the nominations are to be made;
 - b) The requirements for the position; and
 - c) The deadline for submission, which will be no later than forty-five (45) days prior to the Annual Meeting.
- 4.6 Nomination - Any nomination of an individual for election as a Director shall:
- a) Include the written consent of the nominee by signed or electronic signature; and
 - b) Be submitted to the Registered Office seven (7) days prior to the Annual Meeting. An Ordinary Resolution of the Board may extend this timeline.
- 4.7 Attributes and Skills – Nominees for Director shall have one or more of the skills and/or attributes identified in the Corporation’s Governance Manual.
- 4.8 Election – Four (4) Directors shall be elected at each Annual Meeting unless there is a vacancy, in which case Section 4.14 applies.
- 4.9 Elections – Elections shall be decided by majority vote of the Members in accordance with the following:
- a) Four Valid Nominations – Winners are declared by acclamation.
 - b) Five or More Valid Nominations – Winners are the four nominees receiving the greatest number of votes. In the case of a tie where four nominees cannot be declared winners, those nominees tied shall be added to a second ballot.
- 4.10 Terms – Directors serve terms of two (2) years and are required to be off the Board for a minimum of one (1) term of two (2) years after completing four (4) consecutive terms. There is no

maximum number of terms that a Director may serve as long as no more than four (4) terms are served consecutively.

Resignation and Removal of Directors

- 4.11 Resignation – A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation becomes effective on the date which the request is approved by the Board. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director remains subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office – The office of any Director shall be vacated automatically if the Director:
- a) Resigns;
 - b) At the discretion of the Board and without reasonable excuse, is absent from two (2) consecutive meetings of the Board;
 - c) Is found by a court to be of unsound mind;
 - d) Becomes bankrupt, or suspends payment of debts or compounds with creditors, or makes an authorized assignment in bankruptcy, or is declared insolvent; or
 - e) Dies.
- 4.13 Removal – An Ordinary Resolution of the Members at an Annual Meeting or Special Meeting may remove an elected Director, provided the Director has been given reasonable written notice of, and the opportunity to be present and heard at the meeting where such Resolution is put to a vote.

Filling a Vacancy on the Board

- 4.14 Vacancy – Where the position of a Director:
- a) Becomes or remains vacant after an Annual Meeting for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual (as identified in Section 4.7) to fill the vacancy until the next Annual Meeting; or
 - b) Becomes vacant in the first year of his two-year term, the Members, at the Annual Meeting immediately following the position becoming vacant, may elect a Director to fill the remaining year of the two-year term.

Meetings of the Board

- 4.15 Call of Meeting – A meeting of the Board may be held at any time and place as determined by the Chairperson, or by written requisition of at least three (3) Directors.
- 4.16 Chair – The Chairperson is the Chair of all Board meetings called by the Chairperson. In the absence of the Chairperson, or if the meeting of the Board is not called by the Chairperson, the Vice Chairperson serves as the Chair.
- 4.17 Notice – Written notice of meetings of the Board shall be given to all Directors at least seven (7) days prior to the scheduled meeting. 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.
- 4.18 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a

Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

- 4.19 Number of Meetings – The Board shall hold at least four (4) meetings per year.
- 4.20 Quorum – At any meeting of the Board, the quorum is five (5) Directors.
- 4.21 Voting – Each Director is entitled to one vote. Voting shall be by a show of hands, written or orally unless a majority of Directors present request a secret ballot. An Ordinary Resolution is passed upon a majority of the votes being in favour. In the event of a tie, the Ordinary Resolution is defeated.
- 4.22 Written Resolutions - A resolution signed by all the Directors, including using electronic means, is as valid as if it had been passed at a meeting of the Board.
- 4.23 Chief Executive Officer – The Chief Executive Officer and other staff members of the Corporation may attend meetings of the Board but are not permitted to vote.
- 4.24 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business is in accordance with approved Board procedures and deals with:
- a) The discipline of any Director, Member, or Registered Participant;
 - b) The expulsion or suspension of any person from any office of the Corporation, or of any Member from membership in the Corporation;
 - c) Employment topics, including recruitment, termination and other staff relations;
 - d) Acquisition of property or other contractual arrangements; or
 - e) The preparation or planning for the presentation of a competitive bid, quote or similar activity.
- 4.25 Closed Meetings – Meetings of the Board are closed to Members and other individuals except by invitation of the Board.
- 4.26 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. A Director who participates in a meeting by telecommunications technology is considered to have attended the meeting.

Duties of Directors

- 4.27 Standard of Care – Every Director shall:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 4.28 Powers of the Corporation – Except as otherwise provided in the Act or these By-Laws, the Board holds the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 4.29 Empowered – The Board is empowered to:
- a) Make policies and procedures, and manage the affairs of the Corporation in accordance with the Act and these By-Laws;

- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and to discipline Members and Registered Participants in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Corporation, and deal with all disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - e) Determine registration procedures; set membership dues; recommend Registered Participant dues; and determine other registration requirements;
 - f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation;
 - g) Make expenditures for the purpose of furthering the objects of the Corporation;
 - h) Approve the annual budget; and
 - i) Perform any other duties from time to time as may be in the best interests of the Corporation.
- 4.30 Investments – The Board may purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration, and upon such terms and conditions as it may deem advisable.
- 4.31 Trusts – The Board may enter into a trust agreement or agreements with a trust company or other trustees as it may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of all or any of the purposes and objects of the Corporation in accordance with such terms and conditions as it may prescribe.
- 4.32 Patrons – The Board may appoint a person as Patron of the Corporation so as to solicit from the person such support of, or assistance to the Corporation as it may determine.
- 4.33 Strategic Plan - The Board shall approve and monitor the implementation of a multi-year plan designed to identify the goals of the Corporation and strategies for accomplishing them.
- 4.34 Priorities – The Board shall set the yearly priorities for the Corporation.

ARTICLE V: OFFICERS

- 5.1 Composition – The Officers shall be comprised of a Chairperson, Vice Chairperson, Secretary, and Treasurer who are elected into their positions by the Board for a one-year term at the first meeting of the Board following an Annual Meeting of the Members.
- 5.2 Duties – Their duties are as follows:
- Chairperson – The Chairperson shall:
- a) Preside at all meetings of the Members and the Board;
 - b) Act as the official spokesperson of the Corporation;
 - c) Establish the responsibilities of the Directors-at-Large; and

d) Perform such other duties as may be determined by the Board.

Vice Chairperson – The Vice Chairperson shall carry out the duties of the Chairperson during the Chairperson’s absence, and perform such other duties as may be determined by the Board.

Secretary – The Secretary shall:

- a) Attend meetings of the Members and the Board;
- b) Record the minutes of the meetings;
- c) Make available such minutes in a format and via a medium as determined by the Board;
- d) Be responsible for giving notice to Members and Directors of all meetings; and
- e) Perform such other duties as may be determined by the Board.

Treasurer – The Treasurer shall:

- a) Maintain such financial records as are necessary to comply with the Act and other applicable legislation;
- b) Prepare an annual budget;
- c) Advise the Board on borrowing and investing;
- d) Submit the annual financial statements to the Board for approval;
- e) Present the budget and annual financial statements at the Annual Meeting, or as required by the Members or the Board; and
- f) Perform such other duties as may be determined by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, an Officer may delegate any duties of that office to the Chief Executive Officer who may, at his discretion, further delegate to another staff member.

5.4 Multiple Positions – The Chairperson may not hold another Officer position. Any other Director may hold a maximum of two (2) Officer positions.

5.5 Removal – A Special Resolution of the Board or an Ordinary Resolution of the Members at an Annual Meeting or Special Meeting may remove an Officer, provided the Officer has been given reasonable written notice, and the opportunity to be present and heard at the meeting where such Resolution is put to a vote. If the Members remove the Officer, his position as a Director is automatically and simultaneously terminated.

5.6 Vacancy – Where the position of an Officer becomes vacant, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the term of office.

ARTICLE VI: COMMITTEES

Committees

6.1 Board Committees – The Board may:

- a) Establish such Committees as it deems necessary for managing the affairs of the Corporation;
- b) Appoint or provide for the election of the Chair and members of each Board Committee;
- c) Delegate to any Board Committee any of its powers, duties, and functions; and
- d) Establish or amend the terms of reference for each Board Committee in accordance with the procedures specified in the Corporation’s Governance Manual.

- 6.2 Branch Council – The Board shall establish a Branch Council, consisting of the President (or appointed delegate) of each Branch Union, as an advisory committee to the Board. The Council shall function in accordance with the procedures specified in the Corporation’s Governance Manual.
- 6.3 Chairperson Ex-officio – The Chairperson may attend any Board Committee as an *ex-officio* (non-voting) member.
- 6.4 Non-Board Committees, Working Groups and Advisors – The Chief Executive Officer may establish such other Committees and working groups, and appoint advisors as is deemed necessary for managing the affairs of the Corporation, in accordance with the procedures specified in the Corporation’s Governance Manual.
- 6.5 Removal – The Board may remove any Chair or member of any Board Committee, in accordance with the procedures specified in the Corporation’s Governance Manual. The Chief Executive Officer may remove any Chair or member of a Non-Board Committee or working group, or advisor in accordance with the procedures specified in the Corporation’s Governance Manual.
- 6.6 Debts – No Committee, Working Group or Advisor has the authority to incur debts in the name of the Corporation.

ARTICLE VII: FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation is January 1st to December 31st.
- 7.2 Bank – The banking business of the Corporation shall be conducted at such financial institution(s) as the Board may determine.
- 7.3 Auditor – At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the Corporation. The auditor shall:
- a) Hold office until the next Annual Meeting;
 - b) Not be an employee or a Director of the Corporation; and
 - c) Be permitted to conduct an audit of the Corporation under the *Public Accounting Act, 2004*, as amended.
- 7.4 Annual Financial Statements – The Directors shall approve the financial statements of the Corporation for the last fiscal year but not more than six (6) months before the Annual Meeting, and present the approved financial statements to the Members at each Annual Meeting. A copy of the Annual Financial Statements shall be provided to any Member requesting them not less than twenty-one (21) days before the Annual Meeting.
- 7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law shall be necessarily and properly kept.
- 7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or

other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation shall be executed by at least one (1) Officer or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments is to be signed.

- 7.7 High Value Contracts – All financial instruments and contracts shall be signed by two (2) Officers or other individuals, as designated by the Board, who hold the signing authority of the Corporation, if the value is larger than the amount indicated in the Corporation’s Governance Manual.
- 7.8 Property – 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.
- 7.9 Borrowing – The Board may from time to time:
- a) Borrow money on the credit of the Corporation;
 - b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
 - c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.
- 7.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers, described in Section 7.9, of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- 7.11 No Remuneration – Each Director, Chair or member of a Committee or working group, or advisor shall serve his term of office without remuneration (unless approved at a meeting of Members), except for reimbursement of expenses as approved by the Board. Any such individual may provide goods or services to the Corporation under contract or for purchase, but shall disclose any conflict or potential conflict in accordance with these By-Laws.

Conflict of Interest

- 7.12 Conflict of Interest – Any Director, Chair or member of a Committee or working group, or advisor who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Chairperson of the Board, or Chair of the Committee, or the Chief Executive Officer, as the case may be. In such instances, the individual shall:
- a) Refrain from voting or speaking in debate on such contract or transaction;
 - b) Refrain from influencing the decision on such contract or transaction; and
 - c) Otherwise comply with the requirements of the Act and the Board regarding conflict of interest.

ARTICLE VII: AMENDMENT OF BY-LAWS

- 8.1 Voting – Subject to Section 12.1, these By-Laws may only be amended, revised, repealed or added to by resolution of the Directors. Any By-Law change shall be submitted to the Members at the next Meeting of Members and the voting Members may confirm, reject or amend the By-Laws by Ordinary Resolution.
- 8.2 Effective Date – A By-Law amendment is effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a Meeting of Members.

ARTICLE IX: NOTICE

- 9.1 Written Notice – In these By-Laws, written notice means a notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, or Member, as applicable.
- 9.2 Date of Notice – Where a given number of days' notice is given, unless otherwise stated, the first day of notice is the day after the notice has been sent or posted.
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance, shall not invalidate any action taken at the Meeting.

ARTICLE X: DISSOLUTION

- 10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.
- 10.2 Assets – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts shall be distributed to Members, or other Rugby Organizations.

ARTICLE XI: INDEMNIFICATION

- 11.1 Indemnify – The Corporation may indemnify and hold harmless out of the funds of the Corporation a present or former Director or Officer, or any individual who acts or has acted at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or any individual who acts or has acted at the Corporation's request in a similar capacity.
- 11.2 Not Indemnify – The Corporation may not indemnify a Director or Officer, or any individual who acts or has acted at the Corporation's request in a similar capacity, for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him under the Act. For further clarity, the Corporation shall not indemnify any such Director, Officer or individual unless he:
- a) Has acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and

- b) If the matter is a criminal or administrative proceedings that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.
- 11.3 Insurance – The Corporation shall, at all times, maintain in force such Directors and Officers liability insurance as is deemed to provide sufficient coverage by the Board.

ARTICLE XII: FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation:
- a) Change the Corporation’s name;
 - b) Add, change or remove any restriction on the activities that the Corporation may conduct;
 - 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 to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - j) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - k) Change the method of voting by Members not in attendance at a meeting of the Members; or
 - l) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII: ADOPTION OF THESE BY-LAWS

- 13.1 Ratification – These By-Laws were ratified by an Ordinary Resolution of the Members at a meeting of Members held on April 23, 2017.
- 13.2 Repeal of Prior By-Laws – In ratifying these By-Laws, all prior By-Laws are repealed on the proviso that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.