

CALGARY RUGBY UNION

By-Laws

November 21, 2020

1. Preamble

1.1. The Society

The name of the society is "The Calgary Rugby Union", which may also be known as the "CRU" or the "Society".

1.2. The Registered Office

The Registered Office of the Society is located in Calgary, in the Province of Alberta. Another place may be established by a resolution by the Board.

1.3. The By-laws

The following articles set forth the By-laws of the Calgary Rugby Union.

2. Defining and Interpreting the By-laws

2.1. Definitions

In these By-laws, the following words have these meanings.

2.1.1. Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2. Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3. Articles means those articles attached to the Society's Certificate of Incorporation as amended or restated from time to time.

2.1.4. Board means the Board of Directors of this Society.

2.1.5. By-laws means the By-laws of this Society as amended.

2.1.6. Chair means the Chairperson at a meeting of the Society as prescribed by these By-laws.

2.1.7. Club Member means a Member entitled to vote at the meetings of the Society per Article 4.1.1.

2.1.8. Director means any person elected or appointed to the Board. This includes the President and the immediate Past President per Article 6.1.3.2.

2.1.9. Email means electronic mail in its usual meaning.

2.1.10. In Person means being physically present in its usual meaning, or in the case of a meeting held via video-conference in which all persons participating in the meeting are able to communicate with one another, being a participant shall constitute being in person at the meeting.

2.1.11. Individual Member means a Member as described in Article 4.1.2.

2.1.12. Member means a Member of the Society.

2.1.13. Officer means any Officer listed in Article 6.2.

2.1.14. Ordinary Resolution means a resolution passed by a simple majority in a meeting of the Board or at a General Meeting on a question not needing a Special Resolution.

2.1.15. Registered Office means the registered office for the Society.

2.1.16. Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.17. Rugby Alberta means the provincial administrative body for the sport of rugby union in the Province of Alberta.

2.1.18. Rugby Canada means the national governing body for the sport of rugby union in Canada.

2.1.19. Society means the Calgary Rugby Union.

2.1.20. Special Meeting means the special meeting described in Article 5.2.

2.1.21. Special Resolution means:

- a resolution passed at a General Meeting or Special Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote In Person; or
- a resolution proposed and passed as a Special Resolution at a General Meeting or Special Meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at the General Meeting or Special Meeting so agree; or
- a resolution consented to in writing by all the members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution In Person.

2.2. Interpretation

The following rules of interpretation must be applied in interpreting these By-laws.

2.2.1. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2. Gender-neutral, Masculine, and Feminine: words that are gender-neutral also include the masculine gender and/or the feminine gender, and vice-versa.

2.2.3. Corporation: words indicating persons also include corporations.

2.2.4. Headings: are for convenience only. They do not affect the interpretation of these By-laws.

2.2.5. Liberal Interpretation: these By-laws must be interpreted broadly and generously.

3. Objects of the Society

3.1. The objects of the society are detailed in the Articles of Incorporation as follows:

The object of the society is to promote and encourage the game of rugby in Canada, and to govern, regulate and assist the activities of the rugby clubs in Calgary in accordance with the rules of the Rugby Football Union.

4. Membership

4.1. Classification of Members

There are three classifications of members:

- Club Members
- Individual Members
- Honorary Members

4.1.1. To become a Club Member, an organization must:

- be a legally registered organization providing rugby programs and services, including the referees' society, within the CRU's catchment area, as defined by the Board of Directors.
- be admitted for membership by the Board of Directors.

4.1.2. To become an Individual Member, an individual must be a member in good standing of a Club Member.

4.1.3. An individual may become an Honorary Member if recommended to the membership at an Annual General Meeting by the unanimous agreement of the Board of Directors and shall be subject to a majority vote of the members in attendance at such meeting. An Honorary Membership is only bestowed upon an individual who has over a period of time rendered meritorious service to the society.

4.2. Membership Fees

4.2.1. The Board shall from time to time set the prescribed membership fee for each membership category within a membership year.

4.2.2. The membership year shall coincide with the annual registration validity period set by Rugby Canada.

4.3. Rights and Privileges of Members

4.3.1. Any Member in good standing is entitled to:

- receive notice of meetings of the Society;
- attend any meeting of the Society;
- speak at any meeting of the Society when acknowledged by the meeting chair; and
- exercise other rights and privileges given to Members in these By-laws.

4.3.2. Voting Members

The only Members who can vote at meetings of the Society are Club Members in good standing. Club Member votes are to be cast by a designated representative of the Club Member's choosing, who are at least eighteen (18) years old.

4.3.3. Number of Votes

A Club Member is entitled to the following number of votes at a meeting of the Society:

- One (1) for having a Junior program
- One (1) for having an Adult Female program

- One (1) for having an Adult Male program
- Two (2) for being a referees' society

A program is recognized when it is a participant in a CRU delivered program and has ten (10) or more registered members in the membership year in which the meeting is taking place.

4.3.4. Member in Good Standing

A Member is in good standing when

- the Member has paid membership fees or other required fees to the Society; and
- the Member is not suspended as a Member as provided for under Article 4.4.

4.4. Suspension of Membership

4.4.1. Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- 4.4.1.1.** if the Member has failed to abide by the By-laws;
- 4.4.1.2.** if the Member has been disloyal to the Society;
- 4.4.1.3.** if the Member has disrupted meetings or functions of the Society; or
- 4.4.1.4.** if the Member has done anything judged to be harmful to the Society, or by failing to do, has caused harm to the Society.

4.4.2. Notice to the Member

4.4.2.1. The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

4.4.2.2. The notice will be sent by Email to the last known address of the Member shown in the records of the Society. An Officer of the Board may also deliver the notice.

4.4.2.3. The notice will state the reasons why suspension is being considered.

4.4.3. Decision of the Board

4.4.3.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.4.3.2. The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.4. The decision of the Board is final.

4.5. Termination of Membership

4.5.1. Resignation

4.5.1.1. Any member may resign from the Society upon notification in writing to that effect to the Secretary of the Society.

4.5.1.2. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.5.2. Death

The membership of a Member is ended upon their death.

4.5.3. Deemed Withdrawal

4.5.3.1. If a Member has not paid the annual membership fees, or failed to fulfil the commitments of an approved payment schedule, within thirty (30) days following the date the fees are due, the Member is considered to have submitted their resignation.

4.5.3.2. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.5.4. Expulsion

4.5.4.1. The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.5.4.2. This decision is final.

4.5.4.3. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.5.5. Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.5.6. Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

4.5.7. Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Society.

5. Meetings of the Society

5.1. The Annual General Meeting

5.1.1. The Society holds its Annual General Meeting on or before the last day in January following the end of the fiscal year, in Calgary, Alberta. The Board sets the place, date, and time of the meeting.

5.1.2. The Secretary mails, Emails or delivers a notice to each Club Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting. Individual Members shall receive notice from their affiliated Club Member once received from the Society.

5.1.3. The Annual General Meeting may be held by video-conference call. Directors, Officers and Members who take part in the call are considered present for the meeting

5.1.4. Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- adopting the agenda;
- adopting the minutes of the last Annual General Meeting;
- considering the President's and the Board of Director's reports;
- reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- appointing the auditors;
- electing the Members of the Board;
- considering matters specified in the meeting notice;
- other specific motions that any Member has given notice of before the meeting is called.

5.1.5. Quorum

Attendance by at least one-third of the Club Members at the Annual General Meeting is a quorum.

5.2. Special Meeting of the Society

5.2.1. Calling of Special Meeting

A Special Meeting may be called at any time:

- by resolution of the Board of Directors to that effect; or
- on the written request of at least three (3) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting or;
- on the written request of at least ten (10) Individuals Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

5.2.2. Notice

The Secretary mails, Emails or delivers a notice to each Club Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting. Individual Members shall receive notice from their affiliated Club Member once received from the Society.

5.2.3. Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4. Procedure at the Special Meeting

Any Special Meeting has the same method of voting, quorum requirements, and proceedings as the Annual General Meeting.

5.3. Proceedings at the Annual or a Special Meeting

5.3.1. Attendance at General Meetings

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2. Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3. Presiding Officer

5.3.3.1. The President chairs every General Meeting of the Society. The Secretary chairs in the absence of the President.

5.3.3.2. The President, or the Secretary, may delegate the chair of any meeting to another Member by Ordinary Resolution.

5.3.3.3. If neither the President nor the Secretary is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4. Adjournment

5.3.4.1. The Chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3. The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5. Voting

5.3.5.1. Each Club Member has the number of votes prescribed by Clause 4.3.3. A show of hands or verbal vote decides every vote at every General Meeting. A secret ballot is used if at least two (2) Club Members request it.

5.3.5.2. In the event of a tie, the motion is defeated. The Chair does not have a second or casting vote in the event of a tie.

5.3.5.3. A Club Member may not vote by proxy if they do not have a designated representative In Person at the meeting.

5.3.5.4. A majority of the votes of the Club Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5. The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.3.5.6. Two (2) Club Members may request a ballot vote. In such case, the Chair may set the time, place, and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7. Members may withdraw their request for a ballot.

5.3.6. Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- accidental omission to give any notice to any Member;
- any Member not receiving any notice; or
- any error in any notice that does not affect the meaning.

5.3.7. Written Resolution of all Club Members

All Club Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

6. Governance of the Society

6.1. The Board of Directors

6.1.1. Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire staff to carry out its management functions under the direction and supervision of the Board.

6.1.2. Powers and Duties of the Board

6.1.2.1. The Board has the powers of the Society, except as stated in the Societies Act.

6.1.2.2. The powers and duties of the Board include:

- Promoting the objects of the Society;
- Promoting membership in the Society;
- Hiring employees to operate the Society;
- Regulating employees' duties and setting their salaries;
- Maintaining and protecting the Society's assets and property;
- Approving an annual budget for the Society;
- Paying all expenses for operating and managing the Society;
- Paying persons for services and protecting persons from debts of the Society;
- Investing any extra monies;
- Financing the operations of the Society, and borrowing or raising monies;
- Making policies for managing and operating the Society;
- Approving all contracts for the Society;
- Maintaining all accounts and financial records of the Society;

- Appointing legal counsel as necessary;
- Making policies, rules and regulations for operating the Society and using its facilities and assets;
- Selling, disposing of, or mortgaging any or all of the property of the Society; and
- Without limiting the general responsibility of the Board, delegating its powers and duties to the paid staff of the Society.

6.1.3. Composition of the Board

6.1.3.1. The Board consists of the following Directors:

- the President
- the Secretary
- the Treasurer
- the Commercial Director
- the Discipline Director
- the Junior Rugby Director
- the Men’s Rugby Director
- the Women’s Rugby Director
- the Representative Rugby Director

6.1.3.2. The following individuals are ex-officio members of the Board and are therefore Directors of the Society:

- The President of the Calgary Rugby Union Referees Society
- The immediate Past President, in the year immediately following their last term as President of the Board.

6.1.4. Election of the Directors

6.1.4.1. At each Annual General Meeting of the Society, the Club Members elect the following directors for terms of two (2) years:

6.1.4.2. The President, Secretary, Commercial Director, Men’s Rugby Director and Junior Rugby Director will be elected in even years.

6.1.4.3. The Treasurer, Discipline Director, Women’s Rugby Director, and Representative Rugby Director will be elected in odd years.

6.1.4.4. Nominations for election to the Board of Directors must be received in writing to the Secretary at least fourteen (14) days prior to the Annual General Meeting. Nominations will be accepted from the floor at the time of the Annual General Meeting, provided the nomination is submitted with the support of at least three (3) Club Members.

6.1.5. Resignation, Death or Removal of a Director

6.1.5.1. A Director may resign from office by giving one (1) month's notice in writing.

The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2. Club Members may remove any Director, including the President or Past President, before the end of their term by Special Resolution at a Special Meeting called for such purpose.

6.1.5.3. Directors may remove any Director for cause, including the President or Past President, before the end of their term by Special Resolution at a special meeting of the Board called for such purpose. The affected Director shall have an opportunity to address the Board during the special meeting. The Board may limit the time given to the Director to address the Board. Notice for such meeting shall be delivered at least twenty-one (21) days prior to the special meeting of the Board and will include details of the proposed resolution. Notice must be given to all Directors, including the Director being removed, and such notice may not be waived.

6.1.5.4. If there is a vacancy on the Board, the remaining Directors may appoint an Individual Member in good standing to fill that vacancy until the next Annual General Meeting. This does not apply to the ex-officio positions on the Board.

6.1.6. Meetings of the Board

6.1.6.1. The Board holds at least eight (8) meetings each year.

6.1.6.2. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

6.1.6.3. Seven (7) days' notice by mail, E-mail, telephone, or fax for Board meetings is delivered to each Board Member and Club Member. Board and Club Members may waive notice.

6.1.6.4. A majority of the currently elected Directors present at any Board meeting is a quorum.

6.1.6.5. If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least four (4) Directors present at this later meeting is a quorum.

6.1.6.6. Each Director, including the ex-officio Directors have one (1) vote. In the event of a tie, the motion is defeated. The President does not have a second or casting vote.

6.1.6.7. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are permitted to participate in discussion at the invitation of the Board. A majority of Directors present may ask any Member(s), or other persons present, to leave.

6.1.6.8. The Board, upon resolution, may consider business in-camera if the business to be considered deals with:

- the discipline, suspension or termination of any Director, Officer or Member;
- the employment and appointment of staff;

- the acquisition of property; or
- the preparation or planning for the presentation of a competitive bid quote or similar activity which is of a confidential nature.

In the event that the Board conducts business in-camera in accordance with the provisions of these By-laws, minutes of such in-camera meeting shall be kept and recorded, confidentially, by the Secretary.

6.1.6.9. All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.10. A meeting of the Board may be held by tele- or video-conference call. Directors who participate in the call are considered present for the meeting.

6.1.6.11. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.6.12. A Director may waive formal notice of a meeting.

6.2. Duties of the Officers of the Society

The Officers of the Society are the President, Secretary and Treasurer.

6.2.1. The President

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Society;
- Acts as the spokesperson for the Society;
- Is an ex officio member of all committees;
- Assumes any or all roles of the Society or collective as required;
- Carries out other duties assigned by the Board.

6.2.2. The Secretary

- Attends all meetings of the Society and presides at meetings in the President's absence;
- Keeps accurate minutes of all meetings and has charge of the Board's correspondence;
- Makes sure all notices of the various meetings are sent;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the By-laws and other incorporating documents with the Corporate Registry;
- Makes sure a record of names and addresses of all Members of the Society is kept;
- Carries out other duties assigned by the Board.

6.2.3. The Treasurer

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Carries out other duties assigned by the Board.

6.3. Board Committees

The Board, may from time to time, establish committees to advise the board.

6.3.1. General Procedures for Committees

- 6.3.1.1.** A Board Member chairs each committee created by the board.
- 6.3.1.2.** The Chairperson of each committee reports at Board Meetings at the Board's request.
- 6.3.1.3.** Each committee shall determine its own rules of procedure with approval from the Board.

7. Finance and Other Matters

7.1. Finance and Auditing

- 7.1.1.** The fiscal year of the Society ends on October 31 of each year.
- 7.1.2.** There must be an audit of the books, accounts, and record of the Society at least once a year. An individual appointed at each Annual General Meeting shall perform this audit. Within six months of the Annual General Meeting of the Society, the auditor submits a complete statement of the books on the previous year.

7.2. Seal of the Society

- 7.2.1.** The Board may adopt a seal as the Seal of the Society.
- 7.2.2.** The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.2.3.** The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.3. Cheques and Contracts of the Society

- 7.3.1.** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize a staff member to sign cheques for certain amount and circumstances but may not sign their own pay cheques or reimbursement cheques.
- 7.3.2.** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.4. The Keeping and Inspection of the Books and Records of the Society

- 7.4.1.** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.4.2.** The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, and the Board of Directors.

- 7.4.3.** The Board keeps and files all necessary books and records of the Society as required by the By-laws, the *Societies Act*, or any other statute or laws.
- 7.4.4.** A Member wishing to inspect the books and records of the Society must give reasonable notice to the President or the Secretary of the Society of their intention to do so.
- 7.4.5.** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 7.4.6.** All financial records of the Society are open for such inspection by the Members.
- 7.4.7.** Other records of the Society are also open for inspection, except for records that the Board designates as confidential, subject to, and in accordance with, the limitations of current information access and privacy laws.

7.5. Borrowing Powers

- 7.5.1.** The Society may borrow or raise funds to meet its objects or operations. The Board decides the amounts and way to raise money, including giving or granting security.
- 7.5.2.** The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.6. Payments

- 7.6.1.** No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.
- 7.6.2.** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 7.6.3.** Members, Directors or Officers of the Society may receive payment for services rendered as an employee or a contractor upon Special Resolution by the Board.

7.7. Protection and Indemnity of Directors and Officers

- 7.7.1.** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.7.2.** No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.
- 7.7.3.** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

8. Amending the By-laws

- 8.1.** These By-laws may be cancelled, altered, or added to by a Special Resolution at any Annual General or Special Meeting of the Society.

8.2. The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the By-laws.

8.3. The amended by-laws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

9. Distributing Assets and Dissolving the Society

9.1. Dissolution of the Society may only occur Special Resolution at a Special Meeting of the called for such purpose. The meeting will include full report on the activities of the Society, including a financial report. These reports must be given to the Members a minimum of five (5) days prior to the vote.

9.2. In the event of a dissolution, the Society does not pay any dividends or distribute its property among its Members. Any funds or assets remaining after paying all debts and liabilities will be donated to Rugby Alberta.