

ALBERTA RUGBY FOOTBALL UNION

DRAFT #3 BYLAWS

NOVEMBER 2011

ARTICLE 1 - PREAMBLE

- 1.1 **The Society** - The legal name of the society is the Alberta Rugby Football Union, which may also be known or referred to as ARU, Rugby Alberta or the Society.
- 1.2 **The Bylaws** - The following articles set forth the Bylaws of the Alberta Rugby Football Union.
- 1.3 **The Registered Office** - The Registered Office of the Society is located in Edmonton, Alberta.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

- 2.1 **Definitions** - In these Bylaws, the following words have these meanings:
 - 2.1.1 **Act** means the Societies Act. **R.S.A.**, 1980, Chapter S-18 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 **Board** means the Board of Directors of this Society.
 - 2.1.4 **Bylaws** means the Bylaws of this Society as amended.
 - 2.1.5 **Consensus** means general agreement formed with unanimity, having the agreement and consent of all in the best interest of the Society;
 - 2.1.6 **Director** means any person elected or appointed to the Board.
 - 2.1.7 **General Meeting** means the Annual General Meeting or a Special General Meeting.
 - 2.1.8 **Member** means a Member of the Society.
 - 2.1.9 **Officer** means any Officer listed in Article 6.2.
 - 2.1.10 **Registered Office** means the registered office for the Society.
 - 2.1.11 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.
 - 2.1.12 **Society** means the Alberta Rugby Football Union.
 - 2.1.13 **Special Meeting** means the special general meeting described in Article 5.2.
 - 2.1.14 **Special Resolution** means:
 - (a) a resolution passed at a General Meeting of the membership. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution.

There must be approval by a 2/3 majority vote of the voting Members who vote in person;
or
(b) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.15 **Voting Member** means a Member entitled to vote at the meetings of the Society.

2.2 **Interpretation** - The following rules of interpretation must be applied in interpreting these Bylaws:

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

2.2.2. **Masculine and Feminine:** words indicating the masculine gender also include 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 Bylaws.

2.2.5. **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - INTENT OF THE SOCIETY

3.1 **Objects of the Society**

3.1.1 To encourage and promote amateur rugby;

3.1.2 To provide a pathway for participants to strive for the highest level of rugby they are able to achieve in the areas of playing, coaching, officiating and administration.

3.2 **Purpose of the Society**

3.2.1. **Mission of the Society** - It is Rugby Alberta's mission to govern, promote and develop the sport of rugby within Alberta in accordance with the IRB *Laws of the Game of Rugby Union* and the IRB *Playing Charter* as well as within the constitutional guidelines and the by-laws of Rugby Canada.

3.3 **Rules and Guiding Principles of the Society**

3.3.1. *Rugby Alberta is governed by the Rules and Principles of the International Rugby Board, Rugby Canada and the Province of Alberta, in particular the Alberta Sport, Parks, Recreation and Wildlife Foundation.*

3.3.2. The Board of Directors may make, alter and rescind rules from time to time governing their proceedings, and as well, rules for the regulation of members and of **Rugby Alberta** generally, provided that they are consistent with these bylaws, and purpose of the society.

ARTICLE 4 - MEMBERSHIP

4.1 **Classifications of Members** - There are three categories of Members:

- (a) Club Members;
- (b) Individual Members (non voting)
- (c) Honorary Members (non voting)

4.1.1 **Club Members** - To become a Club Member, an organization must:

- (a) be a legally registered society providing rugby programs and services, including the referees society, within Rugby Alberta's catchment area, as defined by the Board of Directors;
- (b) each individual member of the club must be insured by the Rugby Canada insurance program
- (c) each individual member shall have paid in full their club membership/insurance dues (which could include dues payable to RAMOA and/or AJRA), Rugby Canada dues and Insurance and Rugby Alberta dues
- (d) submit a completed application form to the Board of Directors; and
- (e) be approved for membership by the Board of Directors.

4.1.2 **Individual Members** - To become an Individual Member, an individual must:

- (a) Make application to be an individual member to Rugby Alberta with no club affiliation
- (b) Be insured by the Rugby Canada insurance program
- (c) Pay in full their membership/insurance dues for registration in the Rugby Canada National Insurance program, and dues payable to Rugby Alberta.
- (d) Be approved for membership by the Board of Directors.

4.1.3 **Lifetime Honorary Members** - Honorary membership in the Society may be bestowed upon an individual who has, over a period of time, rendered meritorious service to the Society. Such Honorary Memberships shall be recommended to the membership at an Annual General Meeting by the unanimous agreement of the Board of Directors and shall be subject to a 2/3 majority vote of the members in attendance at such meeting.

4.2 **Admission of Members**

4.2.1 **Eligibility Criteria** - Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1 and meeting the following eligibility criteria:

- (a) Any person who is directly or indirectly interested in the sport of rugby;
- (b) who is willing to contribute time and effort to the organization;
- (c) who is willing to support the mandate and vision of the Society;
- (d) who is willing to subscribe to the goals and objectives of the Society; and
- (e) who is willing to adhere to the guiding principles of the Society.

4.2.2 **Register of Members** - Upon meeting the requirements and criteria, the individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 **Membership Fees**

4.3.1 **Membership Year** - The membership year is May 1 to April 30 of each year.

4.3.2 **Setting the Membership Fees** - The Board of Directors decides annual membership fees for each category of Members.

4.3.3 Rugby Alberta Union dues will be ratified at the society's AGM.

- 4.3.2.1 Rugby Canada fees will be sent to all club presidents upon notification from Rugby Canada.
- 4.3.2.2 **Payment Date for Fees** – All fees including Rugby Canada, Rugby Alberta, RAMOA, AJRA must be paid prior to any member taking part in rugby activities. These activities include: games, practices, training sessions, conferences, education, etc.

4.4 **Rights and Privileges of Members**

4.4.1. **Entitlements** - Any Member in good standing is entitled to:

- (a) receive notice of Society meetings;
- (b) attend any Society meetings after first to which written notice has been given to the president 21 days in advance of the requested meeting;
- (c) speak at any Society meetings upon written request to do so and/or when acknowledged by the chairperson; and
- (d) exercise other rights and privileges given to Members in these bylaws.

(a) Voting Members - The only Members who can vote at General or Special meetings of the Society are Members in good standing and will include the current Board of Directors. **Voting Members at a regular Board Meeting-** will include club members and individual members who have been voted onto the Board of Directors. Honorary members will be included if they have also registered as an honorary member and have been voted onto the Board of Directors.

4.4.2. **Number of Votes at a General or Special Meeting –**

- (a) Each Club is entitled to a maximum of three votes determined by the programs offered by the club (one vote for each Men's, Women's and Junior program. A program will be recognized as such when it has 10 or more registered members.
- (b) All votes are to be cast by representatives of the Club who are at least eighteen (18) years old. At least one club representative must be in attendance.
- (c) Voting can only be done by those listed on the official Register of Members.
- (d) Written approval from the clubs executive outlining who their voting representatives are will be received by the Rugby Alberta office by fax, mail or email no later than 48 hours prior to any General or Special meeting. Failure to provide notice will result in the club not having voting privileges at that meeting.
- (e) Voting privileges will be extended to one vote each for the Executive Council, AJRA, RAMOA, ERU, CRU and any other organization the Board of Directors inducts onto the Board.

4.4.3. **Member in Good Standing** - A Member is in good standing when;

- (a) the Member has paid membership fees or other required fees to the Society and ;
and
- (b) the Member is not suspended as a Member as provided for under Article 4.5.

4.5. **Suspension of Membership**

4.5.1. **Decision to Suspend** - The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws
- (b) if the Member has been disloyal to the Society;
- (c) if the Member has disrupted meetings or functions of the Society; or

- (d) if the Member has done anything judged to be harmful to the Society, or by failing to do, has caused harm to the Society.

4.5.2. Notice of Suspension to the Member

- 4.5.2.1. 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 fourteen (14) days' notice before the Special Meeting.
- 4.5.2.2. The notice will be sent by single registered mail 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.
- 4.5.2.3. The notice will state the reasons why suspension is being considered.

4.5.3. Decision of the Board

- 4.5.3.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow one other person to accompany the Member.
- 4.5.3.2. 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.
- 4.5.3.3. The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

- 4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the President of the Society.
- 4.6.1.2 Once the notice being 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 his name is removed from the Register of Members.

4.6.2 Death

- 4.6.2.1 The membership of a Member is ended upon his death.

4.6.3 Deemed Withdrawal

- 4.6.3.1 The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

- 4.7 **Continued Liability for Debts Due** - Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member unless the debt is otherwise excused by the Society.

- 4.8 **Limitation on the Liability of Members** - No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

5.1.1. **Date of the Meeting** - The Society holds its Annual General Meeting no later than the last day of December of each calendar year. The Board sets the place, day and time of the meeting. In the event of inclement weather or if road conditions warrant the meeting to be cancelled it shall be called again within 40 days of the cancelled meeting.

5.1.2. **Notice for the Meeting** – Notice of the Annual General Meeting shall be posted on the Rugby Alberta website and included in the monthly newsletter as well as sent to each club at least twenty- one (21) days prior to the meeting date.

5.1.3. **Agenda for the Meeting** - The Annual General Meeting deals with the following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the President's and the Board of Director's reports;
- (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report if available;
- (e) appointing the auditors;
- (f) electing the President when the term has expired;
- (g) electing the Members of the Board when their terms have expired;
- (h) considering matters specified in the meeting notice.

5.1.4. **Quorum** - Attendance by 20% of the total membership (or five (5) Members, whichever is less), and 50% of the currently serving Board of Directors in good standing, at the Annual General Meeting is a quorum.

5.1.5. **Outgoing Board of Directors** - At the cessation of the Annual General Meeting, the outgoing Board of Directors will turn over all books, records and Society funds to its successor.

5.2. Special General Meeting of the Society

5.2.1. **Calling of Special General Meeting** - A Special General Meeting may be called at any time:

- (a) by resolution of the Board of Directors to that effect; or
- (b) on the written request of at least three (3) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting or;
- (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2. **Notice** – The President, or his designate, emails, mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3. **Agenda for Special General Meeting** - Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4. **Procedure at the Special General Meeting** - Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3. **Proceedings at the Annual or a Special General Meeting**

5.3.1. **Attendance by the Public** – General Meetings of the Society are not open to the public, but may attend the meeting at the invitation of the President. 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 VP Finance/Administration chairs in the absence of the President.

5.3.3.2 The President, or the VP Finance/Administration, may rescind the chair of any meeting to another member with the approval of a majority of the members present.

5.3.3.3 If neither the President nor the VP Finance/Administration 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 will hold one vote for each program they offer within their club (Senior Men, Senior Women, Junior Program). Each program must register at least 10 individuals to be considered a program. A list will be posted indicating who is eligible to vote and how many votes they hold prior to the meeting being called to order.

5.3.5.2 All resolutions made at the Annual General Meeting or Special Meetings of the Society will be determined by the membership through a simple majority agreement of those members in good standing eligible to vote and present at the meeting. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.

5.3.5.3 In the event of a tie in a vote, the Chair casts the deciding vote. The decision is final.

5.3.5.4 A Voting Member may not vote by proxy. If a club registered an individual as outlined in 4.4.3 e. and that individual is not present the vote will be lost.

5.3.5.5 A simple majority of the votes of the Voting Members present decides each issue and resolution.

5.3.5.6 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.

- 5.3.5.7 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 5.3.5.8 Members may withdraw their request for a ballot.
- 5.3.5.9 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

5.3.6. **Failure to Give Notice of Meeting** - No action taken at a General Meeting is invalid due to:

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

ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors/Executive Council

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 President and Board.

6.1.2. The Executive Council –

6.1.2.1 Is responsible for:

- (a) carrying out emergency and unusual business between Board meetings;
- (b) reporting to the Board on actions taken between Board meetings;
- (c) carrying out other duties as assigned by the Board.

6.1.2.2 Meets only when required. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

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

6.1.2.4 A meeting of the Board of Directors may be held by a conference call. Officers who participate in this call are considered present for the meeting.

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

6.1.2.6 An Officer may waive formal notice of a meeting.

6.1.3 Powers and Duties of the Board of Directors

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

6.1.3.2 The powers and duties of the Board include:

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Hiring employees to operate the Society;
- (d) Regulating employees' duties and setting their salaries;
- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons for debts of the Society;

- (i) Investing any extra monies;
- (j) Financing the operations of the Society, and borrowing or raising monies;
- (k) Making policies for managing and operating the Society;
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director or the paid administrator of the Society.

6.1.4 Composition of the Board

6.1.4.1 The Executive Council consists of:

- a)** President
- b)** Vice President
- c)** Director of Finance
- d)** Three Directors at Large- appointed to the portfolios of Competitions, Marketing/Sponsorship and Athlete Representative

6.1.4.2 The Board of Directors consists of:

- (a) the Executive Council
- (b) two (2) members at large
- (c) one (1) appointed representative from each sub union including (but not limited to)
 1. Rugby Alberta Match Officials Association
 2. Edmonton Rugby Union
 3. Calgary Rugby Union
 4. Alberta Junior Rugby Association

6.1.4.3 The Board of Directors may, from time to time, and for specific purposes add committees to assist with the functions of the society as set out by the Board of Directors and or Membership.

6.1.4.4 The Board of Directors may, from time to time, after receiving written application include additional sub unions, organizations and/or stakeholders to the Board of Directors. In order to be considered each group will need to follow the protocols as outlined in these Bylaws under Membership 4.4

6.1.5 Term of the Board

6.1.5.1 Each member of the Board of Directors shall serve a term of two years with a maximum of three terms.

6.1.6 Conflict of Interest

6.1.6.1 Members of the Board of Directors will not hold positions that could be perceived or deemed as a conflict of interest.

6.1.6.2 Members of the Board of Directors shall not be contracted as coaches, team managers, or other staff where an honorarium may be present.

6.1.6.3 Members finding themselves in a position of conflict of interest shall physically remove themselves from a meeting where a matter where the conflict is being discussed is taking place. Upon completion of the topic that caused conflict the member shall be allowed to return to the meeting.

6.1.6.4 Any director may ask that another member remove himself from a meeting if, by majority, a conflict of interest is evident. . Upon completion of the topic that caused conflict the member shall be allowed to return to the meeting.

6.1.7 Election of the Directors

6.1.7.1 At the Annual General Meeting , the Voting Members elect the following:

the Executive Council as well as three members at large

(a) The president, two members at large will be elected during odd years with the Vice President, Director of Finance/Admin and one member at large being elected on even years.

(b) To be considered for the President position members will have sat as members of the Rugby Alberta Board of Directors for a minimum of one year previous to the vote taking place.

6.1.7.2 Representatives to the Board of Directors from sub unions and affiliated societies are not elected, but are appointed by the respective Union/Association.

6.1.7.3 Members may re-elect any Director of the Board, in any one position, for a maximum of three (3) consecutive terms.

6.1.8 Resignation, Death or Removal of a Director

6.1.8.1 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.

6.1.8.2 Voting Members may remove any Director before the end of his term. At a Special General Meeting called for this purpose, a 2/3 majority decision of the membership shall be deemed to be a vote of non-confidence and the Director, or Directors, will have deemed to have submitted resignation. If a quorum is not present within fifteen (15) minutes after the meeting is called, the President shall adjourn the meeting and instruct the Vice-President to cast a single vote of confidence in the Director, or Directors, in question.

6.1.8.3 If a complaint is made against the whole Board of Directors, the complainant must form a committee of at least ten (10) members in good standing. The committee will then notify the Board of Directors of the complaint, in writing, and an independent mediator agreed upon by both parties will be appointed to mediate the dispute. The committee must then meet with both the Board of Directors and the mediator. The decision of the mediator will be final.

6.1.8.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

6.1.9 Meetings of the Board of Directors

6.1.9.1 The Board holds at least four (4) meetings each year.

6.1.9.2 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.

6.1.9.3 Ten (10) days' notice for Board meetings is mailed to each Board Member. There may be five (5) days' notice by e-mail, telephone or fax. Board Members may waive notice.

- 6.1.9.4 A majority of the Directors present at any Board meeting is a quorum.
- 6.1.9.5 If there is no quorum, the Chair adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum.
- 6.1.9.6 An effort will be made in the first instance to determine all decisions, policies and procedures by consensus agreement of the Board of Directors. Each Director, including the President and the Vice-President, has one (1) vote and may participate in the consensus process.
- 6.1.9.7 In the event that the Board is unable to reach consensus, the Chair casts a deciding vote. This decision is final.
- 6.1.9.8 Meetings of the Board are open to Members of the Society to attend as observers, but only directors may vote. A majority of the Directors present may ask any other Members to leave.
- 6.1.9.9 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.
- 6.1.9.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 6.1.9.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.1.9.12 A Director may waive formal notice of a meeting.

6.1.10 Accountability of Board of Directors

- 6.1.10.1 The Board of Directors is responsible to oversee the operation of the Society. They are accountable to the membership to see that the organization maintains its integrity and ethical standards.
- 6.1.10.2 The membership or the Board of Directors may call any Director, or Directors of the Society to account for the general performance of the Board of Directors, or for specific actions taken by any officer on behalf of the Society, by petitioning the President in accordance with these bylaws.

6.2 Executive Council of the Society

- 6.2.1 The Officers of the Executive Council are the President, Vice President, Director of Finance/Administration, and three (3) Directors at Large

6.3 Duties of the Executive Council of the Society

6.3.1 The President -

- (a) guides the direction of the Society;
- (b) supervises the affairs of the Board,
- (c) interprets the bylaws for the Society;
- (d) oversees the day-to-day operations of the Society;
- (e) acts as the representative and uphold the intent, guiding principles and purposes of the Society;
- (f) when present, chairs all meetings of the Society, the Board and the Board of Directors;
- (g) assumes any or all roles of the Society or collective as required;
- (h) is an ex officio member of all Committees;
- (i) acts as the spokesperson for the Society;
- (j) carries out other duties assigned by the Board.

- (k) Votes only in the event of a tie.
- (l) Is a signing authority of the society when needed
- (m) Is the main contact between the Society and Rugby Canada.

6.3.2 The Director of Finance/Administration-

- (a) Is Chairman of the Personnel Committee, and Finance Committee;
- (b) is a signing authority for all society documents when needed.
- (c) controls the custody, care and insurance of the Seal of the Society and all resources of the Society;
- (d) keeps accurate minutes of all meetings and has charge of the Board's correspondence;
- (e) makes sure a record of names and addresses of all Members of the Society is kept
- (f) carries out other duties assigned by the Board.
- (g) makes sure the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry
- (h) makes sure annual fees are collected and makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- (i) makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- (j) makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- (k) is a voting member of the society and Board of Directors; and
- (l) carries out other duties assigned by the Board.

6.3.3 Marketing/Sponsorship Portfolio -

- (a) responsible to oversee tender for kit for all teams
- (b) responsible for marketing items for all special events or the society
- (c) chairs the adhoc Marketing/Sponsorship committee;
- (d) develops and seeks sponsorship and marketing opportunities
- (e) assists all teams and the society with fundraising initiatives
- (f) is a voting member of the society and Board of Directors; and
- (g) carries out other duties as assigned by the Board.

6.3.4 Competitions Portfolio

- (a) Is the Chairman of the High Performance Committee
 - a. Recommending coaches, programs and working closely with the Rugby Development Manager in all aspects of Rugby in Alberta
- (b) Is the Chairman of the Rules & Regulations Committee
 - a. Ensures that amendments are put forth to the Board of Directors for final approval prior to March 1 in any given year.
- (c) Assists the Rugby Development Manager in areas of player & coach development
- (d) is a voting member of the society and Board of Directors; and
- (e) Carries out other duties assigned by the Board

6.4 Board Committees

6.4.1. **Establishing Committees** - The Board may appoint committees to advise the Board.

6.4.2. **General Procedures for Committees** -

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The chairperson calls committee meetings. Each committee:

- (a) records minutes of its meetings;
- (b) distributes these minutes to the committee members and to the Board of Directors;
- (c) provides reports at each Board meeting at the Board's request.

6.4.2.3 Five (5) days' notice for committee meetings is mailed or delivered to each member of the committee. There may be two (2) days' notice by e-mail, telephone or fax. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. All committee decisions must be made by consensus. In the event that the committee is unable to reach consensus, the Chairperson does not have a casting vote, but instead will bring the resolution to the Board of Directors for decision.

6.5 Standing Committees - The Board establishes these standing committees:

- (a) Finance/Administration Committee;
- (b) Nominating Committee
- (c) High Performance Committee.
- (d) Rules & Regulations Committee
- (e) Historian/Honorary Members

6.6 The Executive Council –

6.6.1.1 Consists of the President, Vice President, Director of Finance/Administration and three (3) Directors at Large

6.6.1.2 Is responsible for:

- (d) carrying out emergency and unusual business between Board meetings;
- (e) reporting to the Board on actions taken between Board meetings;
- (f) carrying out other duties as assigned by the Board.

6.6.1.3 Meets only when required. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.

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

6.6.1.5 A meeting of the Executive Council may be held by a conference call. Officers who participate in this call are considered present for the meeting.

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

6.6.1.7 An Officer may waive formal notice of a meeting.

6.6.2 The Finance Committee -

6.6.2.1 Consists of the Director of Finance/Admin, or his designate, who is the Chairperson, and one representative from each sub union or other Members appointed by the Board.

6.6.2.2 Is responsible for:

- (a) recommending budget policies to the Board;
- (b) investigating and making recommendations to the Board for acquiring funds and property;
- (c) recommending policies on disbursing and investing funds to the Board;
- (d) establishing policies for Board and committee expenditures;
- (e) arranging the annual audit of the books, accounts and records of the Society;
- (f) reporting on the year's activities at the Annual General Meeting; and
- (g) carrying out other duties assigned by the Board.
- (h)

6.6.3 The Nominating Committee -

6.6.3.1 Consists of the Member at Large, or his designate, who is the Chairperson, and one (1) member from each of the sub unions or other Members appointed by the Board.

6.6.3.2 Is responsible for:

- (a) preparing a slate of nominees for each Board position;
- (b) orienting new board members; and
- (c) presenting its recommendations to the Annual General Meeting.

6.6.4 The High Performance Committee -

6.6.4.1 Consists of the Director at Large, or his designate, who is the Chairperson, and one (1) member from each of the sub unions or other Members appointed by the Board.

6.6.4.2 Is responsible for:

- (a) Ensuring all facilities are booked for representative teams;
- (b) Identifying team management each year
- (c) Ensure that all needs are met when the society is the host of a tournament or other player/coach event
- (d) Ensuring all team management staff are trained and understand the requirements of society
- (e) Ensuring all team management undergo police checks and have the appropriate skills and education necessary
- (f) Providing leadership in regards to player/coach development;
- (g) identifying current and future team structure for all teams;
- (h) liaison with Rugby Canada for current trends for player/coach development
- (i) carrying out other duties assigned by the Board.

6.6.5 The Rules & Regulations Committee

6.6.5.1 Consists of the Director at Large, or his designate, who is the Chairperson, and one (1) member from each of the sub unions or other Members appointed by the Board.

6.6.5.2 Is responsible for:

- (a) Ensuring the rules & regulations are current ;
- (b) Review all submitted amendments for consideration and recommendation to the Board of Directors
- (c) Responsible for any official appeals
- (d) Carrying out other duties assigned by the Board.

6.6.6 History and Honorary Member Committee

- 6.6.6.1 Consists of the Member at Large, or his designate, who is the Chairperson, and one (1) member from each of the sub unions or other members appointed by the Board.
- 6.6.6.2 Is responsible for the recording of the history of the society both written and on the society's website, and will also recommend inductees to the various Halls of Fame, with particular attention to the Sport Alberta Hall of Fame.

6.7. Staff -

- 6.7.1 The Board may hire, or contract, staff as required to carry out assigned duties.
- 6.7.2 Staff reports to, and are responsible to, the Board, and acts, where appropriate to relevant Board Committees.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 Signing Authority -

- 7.1.1 The President, VP Finance/Administration, Executive Director and at least one other Board Member are designate signatories, may sign banking documents and use the Seal of the Society on behalf of the Society.

7.2 Finance and Auditing -

- 7.2.1 The fiscal year of the Society ends on October 31 of each year.
- 7.2.2 There must be a review of the books, accounts and records of the Society at least once each year. At each Annual General Meeting of the Society, the auditors submit a complete statement of the books for the previous year. Where time becomes a factor a draft review document must be completed by the appointed auditors.
- 7.2.3 The financial records, deposits and chequebooks of the Society will be housed at the registered office of the Society.

7.3 Seal of the Society -

- 7.3.1 The Board may adopt a seal as the Seal of the Society.
- 7.3.2 The VP Finance/Administration has control and custody of the seal, unless the Board decides otherwise. The Seal of the Society will be housed at the registered office of the Society.
- 7.3.3 The Seal of the Society can only be used by the designate signatory Officers.

7.4 Cheques and Contracts of the Society -

- 7.4.1. The designated signatory Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

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

- 7.5.1. The Minute Books and records of meetings will be housed at the registered office of the Society

7.5.2. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.3. A Member wishing to inspect the books and records of the Society must give reasonable notice to the President or the VP Finance/Administration of the Society of his intention to do so.

7.5.4. 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.

7.5.5. All financial records of the Society are open for such inspection by the Members.

7.5.6. 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.

7.6. **Borrowing Powers -**

7.6.1. The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.7. **Payments -**

7.7.1. No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer

7.7.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8. **Protection and Indemnity of Directors and Officers -**

7.8.1. 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 his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2. 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 his role for the Society, unless the act is fraud, dishonesty or bad faith.

7.8.3. 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.

ARTICLE 8 - AMENDING THE BYLAWS

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

- 8.2 **Notice** - The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 **Effect** - The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 9.1 **Distributing Assets** - The Society does not pay any dividends or distribute its property among its Members.
- 9.2 **Dissolution of the Society** -
- 9.2.1. Dissolution of the Society may only occur upon a 2/3 majority vote of all members of the Society present at a meeting called for such purpose. The meeting of the general membership will receive a full report on the activities of the Society, including a financial report. These reports must be given to the Board of Directors a minimum of five (5) days prior to the vote.
- 9.2.2. If the Society is dissolved, any funds or assets remaining after paying all debts and liabilities will be donated to Rugby Canada.

Alberta Rugby Football Union

BYLAWS, TABLE OF CONTENTS Attachment 1

ARTICLE 1 – Preamble

- 1.1 The Society
- 1.2 The Bylaws
- 1.3 The Registered Office
- 1.4 Table of Contents

ARTICLE 2 – Defining and Interpreting the Bylaws

- 2.1 Definitions
- 2.2 Interpretation

ARTICLE 3 – Intent of the Society

- 3.1 Objects of the Society
- 3.2 Purpose of the Society
- 3.3 Guiding Principles of the Society

ARTICLE 4 – Membership

- 4.1 Classification of Members
- 4.2 Admission of Members
- 4.3 Membership Fees
- 4.4 Rights and Privileges of Members
- 4.5 Suspension of Membership
- 4.6 Termination of Membership
- 4.7 Transmission of Membership
- 4.8 Continued Liability for Debts Due
- 4.9 Limitation on the liability of Members

ARTICLE 5 – Meetings of the Society

- 5.1 The Annual General Meeting
- 5.2 Special General Meeting of the Society
- 5.3 Proceedings at the Annual or a Special general meeting

ARTICLE 6 – The Government of the Society

- 6.1 The Board of Directors
- 6.2 Officers
- 6.3 Duties of the Core Directors of the Society
- 6.4 Board Committees
- 6.5 Standing Committees
- 6.6 Staff

ARTICLE 7 – Finance and Other Management Matters

- 7.1 Signing Authority
- 7.2 Finance and Auditing
- 7.3 Seal of the Society
- 7.4 Cheques and Contracts of the Society
- 7.5 The Keeping and Inspection of the Books and Records of the Society
- 7.6 Borrowing Powers
- 7.7 Payments

7.8 Protection and Indemnity of Directors and Officers

ARTICLE 8 – Amending the Bylaws

8.1 Amendments

8.2 Notice

8.3 Effect

ARTICLE 9 – Distributing Assets and Dissolving the Society

9.1 Distributing Assets

9.2 Dissolution of the Society

DRAFT #3