



CANADIAN RUGBY UNION

BY-LAWS

April 15, 2016

| | | |
|------|---|----|
| 1. | DEFINITIONS..... | 1 |
| 1.1 | Definitions..... | 1 |
| 1.2 | Interpretation..... | 3 |
| 2. | MEMBERSHIP..... | 3 |
| 2.1 | Entitlement..... | 3 |
| 2.2 | Rights of Members..... | 4 |
| 2.3 | Resignation of Members..... | 4 |
| 2.4 | Suspension of Members..... | 4 |
| 2.5 | Termination of Members..... | 4 |
| 2.6 | Registration Fees..... | 4 |
| 3. | MEMBER MEETINGS..... | 5 |
| 3.1 | Notice..... | 5 |
| 3.2 | Annual Meeting..... | 5 |
| 3.3 | Business to be transacted at an Annual Meeting..... | 5 |
| 3.4 | Special Meeting..... | 6 |
| 3.5 | Quorum..... | 6 |
| 3.6 | Voting at Meetings..... | 6 |
| 3.7 | Voting..... | 6 |
| 3.8 | Voting by Secret Ballot..... | 7 |
| 3.9 | Record of Minutes of Members..... | 7 |
| 3.10 | Rules of Procedure..... | 7 |
| 3.11 | Error or Omission in Giving Notice..... | 7 |
| 4. | BOARD OF DIRECTORS..... | 7 |
| 4.1 | Composition..... | 7 |
| 4.2 | Board Observers..... | 8 |
| 4.3 | Eligibility as a Director..... | 8 |
| 4.4 | Term of Office..... | 8 |
| 4.5 | Election of Provincial Directors..... | 9 |
| 4.6 | Election of the Player Directors..... | 9 |
| 4.7 | Election of General Directors..... | 11 |
| 4.8 | Nominations of Directors..... | 11 |
| 4.9 | Remuneration and Expenses..... | 11 |
| 4.10 | Vacancies..... | 11 |
| 4.11 | Filling Vacancies..... | 11 |
| 5. | BOARD MEETINGS..... | 12 |
| 5.1 | Notice..... | 12 |
| 5.2 | Meetings by Telephone Participation..... | 12 |
| 5.3 | Resolutions Without Meeting..... | 12 |
| 5.4 | Quorum..... | 13 |

TABLE OF CONTENTS

| | Page |
|------|--|
| 5.5 | Voting 13 |
| 5.6 | Record of Directors' Minutes 13 |
| 5.7 | In-Camera Business 13 |
| 5.8 | Conduct of In-Camera Business 13 |
| 5.9 | Procedure 13 |
| 5.10 | Error or Omission in Giving Notice..... 13 |
| 6. | POWERS OF DIRECTORS 13 |
| 6.1 | Board of Directors..... 13 |
| 6.2 | Powers of the Board..... 14 |
| 6.3 | Rules and Regulations..... 14 |
| 6.4 | Suspension and Expulsion from Union..... 14 |
| 7. | OFFICERS..... 14 |
| 7.1 | Officers 14 |
| 7.2 | Term of Office 15 |
| 7.3 | Remuneration and Expenses 15 |
| 7.4 | Duties of the Chairman 15 |
| 7.5 | Duties of the Vice Chairman..... 15 |
| 7.6 | Duties of the Secretary..... 15 |
| 7.7 | Duties of the Treasurer..... 16 |
| 7.8 | Removal from Office 16 |
| 7.9 | Other Officers 16 |
| 8. | STANDING COMMITTEES OF THE UNION 16 |
| 8.1 | General Director Nominating Committee..... 16 |
| 8.2 | Player Director Nominating Committee 17 |
| 8.3 | Player Director Vacancy Committee 17 |
| 8.4 | Audit Committee..... 18 |
| 8.5 | Governance Committee 19 |
| 8.6 | Removal of Committee Members..... 21 |
| 9. | HONORARY LIFE MEMBERSHIP 21 |
| 9.1 | Honorary Life Membership 21 |
| 10. | CORPORATE SEAL AND SIGNATURE AND CERTIFICATION OF DOCUMENTS..... 21 |
| 10.1 | Corporate Seal..... 21 |
| 10.2 | Authorization to Sign Documents..... 21 |

TABLE OF CONTENTS

| | Page |
|--|-------------|
| 11. BY-LAWS | 21 |
| 11.1 Previous By-laws | 21 |
| 11.2 By-laws | 21 |
| 12. PUBLIC ACCOUNTANT | 22 |
| 12.1 Public Accountant | 22 |
| 13. GENERAL | 22 |
| 13.1 Fiscal Year | 22 |
| 13.2 Indemnities to Directors and Others | 22 |
| 13.3 Notices | 23 |

**CANADIAN RUGBY UNION
BY-LAWS**

1. Definitions

1.1 Definitions. For the purposes of these By-laws, the following terms have the meanings below assigned to them:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including any regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time, and in the case of such substitution, any references in the By-laws to provisions of the Act or its regulations shall be read as references to the substituted provisions therefor in the new statute or regulations;
- (b) “**Annual Meeting**” means an annual meeting of the Members;
- (c) “**Articles**” means the articles, as that term is defined in the Act, of the Union from time to time in force and effect;
- (d) “**Board**” means the board of directors of the Union;
- (e) “**Board Meeting**” means a meeting of the Board;
- (f) “**Board Policy Manual**” means the manual of policies approved by the Board, as amended from time to time;
- (g) “**By-laws**” means any by-law of the Union from time to time in force and effect;
- (h) “**Director**” means an individual who is a director on the Board;
- (i) “**Extraordinary Resolution**” means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast on that resolution;
- (j) “**Fiscal Year**” has the meaning ascribed thereto in Section 13.1 hereof;
- (k) “**Member**” means a member of the Union determined in accordance with Section 2.1 hereof;
- (l) “**Member in Good Standing**” means a Member that (i) is not in violation of the By-laws, including its obligations under Section 2.6 in respect of the payment of Registration Fees, and (ii) continues to be engaged in the administration and support of the sport of rugby within its respective province or territory;
- (m) “**Member Meeting**” means an Annual Meeting or Special Meeting;
- (n) “**Men’s Sevens Team**” means the Canadian senior men’s national sevens rugby team;

- (o) “**Men’s Team**” means the Canadian senior men’s national fifteens rugby team;
- (p) “**Men’s Team Captain**” means the individual who was most recently named captain of the Men’s Team;
- (q) “**New Union**” means, other than a Provincial Rugby Union, the governing body for the sport of rugby for a specific province or territory recognized by the government of such province or territory as the sole governing body for the sport of rugby within that province or territory;
- (r) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (s) “**Participants**” means any person required by the Union to be registered annually with the Union as a condition of their involvement in the sport of rugby in Canada;
- (t) “**Player Directors**” means the Male Player Director and the Female Player Director and “**Player Director**” means either one of them;
- (u) “**Players List**” means the list prepared by the Player Director Nominating Committee in accordance with Section 4.6(a) hereof;
- (v) “**Provincial Rugby Unions**” means, collectively, the Alberta Rugby Union, the British Columbia Rugby Union, the Manitoba Rugby Union, the New Brunswick Rugby Union, Newfoundland Rugby Union, the Nova Scotia Rugby Football Union (Rugby Nova Scotia), The Ontario Rugger Union, the Prince Edward Island Rugby Union, Fédération de Rugby du Québec (Rugby Québec), the Saskatchewan Rugby Union and “**Provincial Rugby Union**” means any one of them; provided that any of the foregoing entities shall cease to be a Provincial Rugby Union if it ceases to be a Member pursuant to the terms hereof;
- (w) “**Registered Participant**” means a Participant who has registered with the Union and has paid the requisite Registration Fee in accordance with methods of payment and timelines prescribed by the Union;
- (x) “**Registration Fee**” means any fee (whether one-time, annual or otherwise) payable, directly or indirectly, by a Participant or Registered Participant to the Union;
- (y) “**Special Meeting**” means a meeting of the Members other than an Annual Meeting;
- (z) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

- (aa) “**Test Match**” means an international test match officially sanctioned by the Union in which one of the Men’s Team, the Women’s Team, the Men’s Sevens Team or the Women’s Sevens Team participates;
- (bb) “**Union**” means the Canadian Rugby Union/Fédération Canadienne de Rugby carrying on business as “Rugby Canada”, a Canadian non-share capital corporation continued under the Act;
- (cc) “**Voting Delegate**” means the delegate authorized to vote on behalf of a Member at a Member Meeting who is identified by the Member in accordance with Section 2.2 hereof;
- (dd) “**Women’s Sevens Team**” means the Canadian senior women’s national sevens rugby team;
- (ee) “**Women’s Team**” means the Canadian senior women’s national fifteens rugby team;
- (ff) “**Women’s Team Captain**” means the individual who was most recently named captain of the Women’s Team; and
- (gg) “**World Rugby**” means World Rugby or such successor international organization governing the sport of rugby internationally.

1.2 Interpretation. This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) all terms which are contained but undefined in the By-laws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. **Membership**

2.1 Entitlement. Membership in the Union shall consist of:

- (a) the Provincial Rugby Unions; and

(b) any New Union which has been admitted as a Member by the Board; provided that before the Board can resolve to admit a New Union as a Member, the New Union must:

- (i) receive the approval of the Members by an Ordinary Resolution passed at a Member Meeting;
- (ii) be established as a corporation or other legal entity to the satisfaction of the Board;
- (iii) satisfy the Board that the New Union conforms in all respects to (A) the By-laws, and (B) the regulations of World Rugby; and
- (iv) have provided to the Board such information with respect to the New Union as the Board may request.

2.2 Rights of Members. Subject to the terms hereof, Members shall be entitled to receive notice of, attend, participate in and vote at, Member Meetings. A Member shall be entitled to have up to three (3) delegates attend Member Meetings, including the Voting Delegate of such Member; provided that it has provided written notice to the Chairman or Secretary, at or before the commencement of the meeting, of the identities of such delegates including the identity of the Voting Delegate. The delegates shall be entitled to participate, but only Voting Delegates can vote, at Member Meetings. An individual shall not be a Voting Delegate for more than one Member.

2.3 Resignation of Members. Any Member may resign from the membership in the Union by delivering a written resignation to the Union, such resignation to be effective as of the date specified in the resignation or the date it is delivered to the Union, whichever is later.

2.4 Suspension of Members. The rights of a Member under the By-laws may be suspended by an Ordinary Resolution of the Board at any time that such Member ceases to be a Member in Good Standing. During any such period of suspension, the obligations of any such Member shall continue.

2.5 Termination of Members. The membership interest of a Member in the Union is not transferable. Such interest lapses and ceases to exist, and such Member ceases to be a member of the Union, upon any of the following circumstances:

- (a) upon the dissolution of the Member;
- (b) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws; or
- (c) if at a Special Meeting a Special Resolution is passed to remove the Member provided that the Member shall have been granted the opportunity to be heard at such meeting.

- 2.6 Registration Fees. Members shall not be charged dues or fees by the Union. In lieu of charging Members dues or fees in connection with their membership in the Union, each Member shall ensure that Registration Fees prescribed by the Union from time to time are paid to the Union, directly or indirectly, by the Participants who engage in the sport of rugby primarily in its province or territory. The Registration Fees for Participants for each Fiscal Year shall be determined by an Ordinary Resolution passed at an Annual Meeting held in respect of the previous Fiscal Year and any such Registration Fees that are (i) annual fees, or (ii) fees to be paid over the course of more than one Fiscal Year, shall remain in effect accordingly in respect of subsequent Fiscal Years unless and until changed by an Ordinary Resolution passed at an Annual Meeting. Payment of such Registration Fees shall be made, directly or indirectly, by the Participants to the Union in the method of payment and within the timelines prescribed by the Union from time to time and each Member will facilitate such payment in accordance with such prescription.

3. Member Meetings

- 3.1 Notice. At least twenty-one (21) days' written notice of each Member Meeting shall be given in the manner specified in Section 13.3 to each Member, Director and the public accountant; provided that notice shall not be given on a date that exceeds (i) 60 days before the day on which the meeting is to be held if the notice is delivered personally or sent by prepaid mail, or (ii) 35 days before the day on which the meeting is to be held if the notice is sent by facsimile or electronically. Notice of a Member Meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and shall state the text of any resolution to be passed at the meeting. For the purposes of the foregoing sentence, all business transacted at a Special Meeting and all business transacted at an Annual Meeting, except consideration of the financial statements, public accountant's report, election of directors and reappointment of the incumbent public accountant, is special business.
- 3.2 Annual Meeting. The Annual Meeting shall be held not later than fifteen (15) months after the previous Annual Meeting and not later than six (6) months after the end of the preceding Fiscal Year, at such time, place (within Canada) and date as the Board may determine.
- 3.3 Business to be transacted at an Annual Meeting. At every Annual Meeting, in addition to any other business that may properly be transacted, the following business shall be transacted:
- (a) The minutes for the previous Annual Meeting shall be presented and, if deemed acceptable, approved;
 - (b) The financial statements of the Union, and the report of the public accountant thereon pursuant to Section 172 of the Act, shall be presented;

- (c) The Registration Fees for Participants for the next Fiscal Year shall be determined if (i) a change to previously determined annual fees or ongoing fees, or (ii) a one-time or other fee, is deemed to be in the best interests of the Union;
 - (d) The public accountant for the next Fiscal Year shall be appointed and, if not fixed by Ordinary Resolution of the Members, the Directors shall be provided with the authority to determine the public accountant's remuneration; and
 - (e) Directors shall be elected.
- 3.4 Special Meeting. Subject to Section 167 of the Act, a Special Meeting shall be convened by the Secretary either upon the direction of the Board or upon a written requisition signed by Members carrying not less than five (5%) percent of the voting rights, which requisition must state the business to be transacted at such meeting.
- 3.5 Quorum. A quorum for the transaction of business at any Member Meeting shall consist of six (6) Voting Delegates representing Members who collectively hold not less than two-thirds (2/3) of the votes eligible to be cast pursuant to Section 3.6.
- 3.6 Voting at Meetings. At a Member Meeting, each Voting Delegate shall be entitled to cast the number of votes on behalf of his or her respective Member equal to:
- (a) in the case of a Member with 1,000 or fewer Registered Participants registered in its province or territory as of the conclusion of the last registration year preceding the Member Meeting, such Voting Delegate shall be entitled to exercise 2 votes;
 - (b) in the case of a Member with between 1,001 and 3,000 Registered Participants registered in its province or territory as of the conclusion of the last registration year preceding the Member Meeting, such Voting Delegate shall be entitled to exercise 3 votes;
 - (c) in the case of a Member with between 3,001 and 4,000 Registered Participants registered in its province or territory as of the conclusion of the last registration year preceding the Member Meeting, such Voting Delegate shall be entitled to exercise 4 votes;
 - (d) in the case of a Member with between 4,001 and 5,000 Registered Participants registered in its province or territory as of the conclusion of the last registration year preceding the Member Meeting, such Voting Delegate shall be entitled to exercise 5 votes; and
 - (e) in the case of a Member with more than 5,000 Registered Participants registered in its province or territory as of the conclusion of the last registration year preceding the Member Meeting, such Voting Delegate shall be entitled to exercise 6 votes.

Determination of the foregoing voting entitlements shall be made by the Secretary. At each Member Meeting, each Voting Delegate will be given a voting card (a "**Voting**

Card) on which the number of votes such Voting Delegate is entitled to vote, as determined by the Secretary, will be noted.

- 3.7 Voting. At any Member Meeting, every question shall be decided by an Ordinary Resolution, unless the Act or these By-laws otherwise provide. Such voting shall be carried out in the following manner:
- (a) if, before a vote is taken, no written demand for a secret ballot is made by a Voting Delegate and received by the chair of the meeting, the question shall be decided by a show of Voting Cards; and
 - (b) if, before a vote is taken, a Voting Delegate demands a secret ballot in writing and such demand is received by the chair of the meeting, and such demand is not withdrawn prior to the casting of the first secret ballot, the question shall be decided by secret ballot. Upon request at the meeting by a Voting Delegate, the chair shall disclose to the meeting the identity of the Voting Delegate who demanded the secret ballot.
- 3.8 Voting by Secret Ballot. Voting by secret ballot shall be conducted in such manner as the chair of the meeting shall direct and the results of such vote by secret ballot shall be deemed the decision of the Members in the meeting upon the matter in question. The chair of the meeting shall not disclose how a Voting Delegate voted in respect of such question unless the chair believes such disclosure to be in the best interest of the Union.
- 3.9 Record of Minutes of Members. Minutes of Member Meetings shall be recorded and shall be presented at the next Member Meeting, as may be appropriate. Upon approval of the minutes at such meeting, such minutes shall be placed in the formal records of the Union and shall be signed by the chair of the meeting at which the same are approved and by the Secretary.
- 3.10 Rules of Procedure. Should the procedure undertaken at a Member Meeting be disputed by a Voting Delegate, the chair of such meeting may, if he or she deems appropriate, take direction from *Robert's Rules of Order* in resolving such dispute; provided that the determination of the chair of the meeting in respect of any such dispute shall be final and conclusive.
- 3.11 Error or Omission in Giving Notice. No error or omission in giving notice of any Member Meeting or any adjourned Member Meeting shall invalidate any resolution passed, or any proceedings taken, at any Member Meeting.

4. Board of Directors

- 4.1 Composition. The Board shall consist of fourteen (14) Directors in the following categories:
- (a) Five (5) Directors shall be "**Provincial Directors**";
 - (b) One (1) Director shall be the "**Male Player Director**";

- (c) One (1) Director shall be the “**Female Player Director**”; and
- (d) Seven (7) Directors shall be the “**General Directors**”.

At all times, one (1) of either the Provincial Directors or the General Directors must be a female.

4.2 Board Observers. Each of the following individuals who are not Directors (the “**Board Observers**”) shall be permitted to receive notice of, and attend, all Board Meetings:

- (a) the representative of the Union to World Rugby appointed pursuant to Section 6.2(f);
- (b) the representative of the Union to the Canadian Olympic Committee appointed pursuant to Section 6.2(f);
- (c) the representative of the Union to Rugby Americas North appointed pursuant to Section 6.2(f);
- (d) the Treasurer appointed pursuant to Section 7.1;
- (e) the individual who last ceased to be the President, during the period starting from the date of such cessation and ending upon the next Annual Meeting thereafter;
- (f) the individual who last ceased to be the Chairman, during the period starting from the date of such cessation and ending upon the next Annual Meeting thereafter.

Board Observers shall not be permitted to (i) participate in Board Meetings unless requested to do so by the Board, or (ii) vote at Board Meetings.

4.3 Eligibility as a Director. Every Director shall be an individual who: (i) is at least eighteen (18) years of age, (ii) has not been declared incapable by a court in Canada or in another country, (iii) does not have the status of a bankrupt, and (iv) is a citizen or permanent resident of Canada.

4.4 Term of Office.

- (a) Each Provincial Director and General Director shall be elected for a term of four (4) years and each Player Director shall be elected for a term of two (2) years. An individual may not be elected to the office of Director for more than two (2) consecutive full terms and will not be eligible to stand for election to the Board for a period of one (1) year immediately following the completion of having served, in the case of a Provincial Director or General Director, eight (8) consecutive years on the Board or, in the case of a Player Director, four (4) consecutive years on the Board.
- (b) Each Director in office as of the continuance of the Union under the Act shall remain in office for the remainder of the term to which he or she was elected or

appointed, and time served on the Board prior to the continuance shall be taken into account in respect of the term limits set out in subsection (a) above; provided that (i) one (1) year shall be added onto the term of each Provincial Director or General Director (including the Director described in subsection (c) below) in office as of the continuance of the Union under the Act, such that the terms of such Directors shall be completed upon the conclusion of four (4) years, instead of the three (3) year terms to which they were elected or appointed, and (ii) in respect of any Provincial Director or General Director in office as of the continuance of the Union under the Act who, as of the continuance, is serving the second of consecutive terms in office, the first of such terms shall be deemed to have been a four (4) year term (as opposed to the three (3) year term that they actually served) for the purposes of the term limits set out in subsection (a) above.

- (c) The Director appointed to the Board pursuant to Section 6.1(e) of the by-laws that preceded these By-laws shall, for the purposes of these By-laws, be deemed to be a General Director and, upon the expiry of the term to which he was appointed (as expanded by one (1) year in accordance with subsection (b) above), he shall be deemed to have served for a term of four (4) years for the purposes of the term limits set out in subsection (a) above.

4.5 Election of Provincial Directors. A Member may nominate one (1) or more candidates for the office of Provincial Director provided that such Member provides notice to the Board advising of the names of any such nominees not less than thirty (30) days prior to the date of the Annual Meeting at which such nominee is proposed for election, and the Board shall circulate such nominations to the Members with the notice of the Annual Meeting. Such nomination submitted by a Member must include a brief biographical sketch of the nominee and the written consent of the nominee. At the Annual Meeting, the Members will elect the number of such nominees equal to the number of vacant offices of Provincial Directors.

4.6 Election of the Player Directors. The Player Directors shall be elected in accordance with the following procedure:

- (a) On or before March 31st in each calendar year in which a Player Director is to be elected at an Annual Meeting, the Player Director Nominating Committee shall arrange for the preparation by the managers of the Men's Team and/or the Women's Team, as applicable, of a list of male players and/or a list of female players, as applicable, (i) who are not less than eighteen (18) years of age, and (ii) who, at any time during the preceding 12-month period ending on the date of the completion of the list, played (or were dressed as a substitute) for Canada in a Test Match (the "**Players List**"); provided that, in the event that any of the Men's Team, the Women's Team, the Men's Sevens Team or the Women's Sevens Team does not participate in a Test Match during such 12-month period, then such period shall be extended to 24 months in respect of individuals who have played (or were dressed as a substitute) in a Test Match for such team. For greater certainty, the Players List shall only consist of (A) the foregoing male players in any year when only a Male Player Director is to be elected at an Annual

Meeting, and (B) the foregoing female players in any year when only a Female Player Director is to be elected at an Annual Meeting.

- (b) No later than ninety (90) days prior to an Annual Meeting in which a Player Director is to be elected, the Player Director Nominating Committee shall arrange for a call for nominations for a Male Player Director and/or Female Player Director, as applicable, to be mailed by post or emailed to those individuals listed on the Players List.
- (c) To proceed as a nomination for Player Director, a nomination must fulfill the following qualifications:
 - (i) The nominee must be put forward by at least two (2) individuals on the Players List (such that, for a Male Player Director nomination, at least two male individuals on the Players List must put forward such nominee and, for a Female Player Director nomination, at least two (2) female individuals on the Players List must put forward such nominee).
 - (ii) An individual shall only be qualified for nomination if he or she (A) meets the qualifications of Section 4.3 hereof, and (B) has, within the 10-year period preceding the nomination, played for Canada in a Test Match.
 - (iii) Nominations must be returned to the Secretary in the form prescribed by the Player Director Nominating Committee not less than sixty (60) days prior to the Annual Meeting at which the Player Director is to be elected.
 - (iv) Nominations must include a brief biographical sketch of the nominee and the written consent of the nominee.
- (d) Not less than fifty (50) days prior to the Annual Meeting in which a Player Director is to be elected, the Secretary shall mail by post or e-mail to those individuals listed on the Players List a ballot listing all of the nominees that meet the qualifications of paragraph (c) above (the **Ballot**), together with the biographical sketches and any brief statements provided to the Secretary in respect of the nominees. To be accepted by the Union, a Ballot must be completed and returned to the Secretary by not less than thirty-five (35) days prior to the Annual Meeting at which the Player Director is to be elected (such that a male individual on the Players List shall indicate his vote on the Ballot for which male nominee he supports for election as the Male Player Director and a female individual on the Players List shall indicate her vote on the Ballot for which female nominee she supports for election as the Female Player Director, as applicable). Ballots accepted by the Union shall be provided by the Secretary to the Player Director Nominating Committee on, or as soon as is reasonably practicable after, the date that is thirty-five (35) days prior to the Annual Meeting at which the Player Director is to be elected.
- (e) The Player Director Nominating Committee shall tabulate the votes on the accepted Ballots and notify the Board no later than thirty (30) days prior to the

Annual Meeting of the name or names, as applicable, of the male individual who received the most votes and/or the female individual who received the most votes, as applicable. Such individual or individuals, as applicable, shall be the nominee or nominees, as applicable, of the Player Director Nominating Committee for election to the position of Male Player Director and/or Female Player Director, as applicable.

- (f) The name or names of such nominee or nominees, as applicable, shall be included in the notice of the Annual Meeting and such nominee or nominees, as applicable, shall be elected by the Members to the position of Male Player Director and/or Female Player Director, as applicable, at the Annual Meeting.

4.7 Election of General Directors. The Board shall, on the recommendation of the General Director Nominating Committee, nominate candidates for the offices of General Director to be filled at the next Annual Meeting, and shall circulate such nominations to the Members with the notice of such Annual Meeting. Recommendations made to the Board by the General Director Nominating Committee must include a brief biographical sketch of the nominee and the written consent of the nominee. At the Annual Meeting, the Members will elect the number of such nominees equal to the number of vacant offices of General Director.

4.8 Nominations of Directors. Nominations for the election of Directors will not be accepted by the Union in any form or manner, or at any time, other than as expressly set out in these By-laws.

4.9 Remuneration and Expenses. Directors and members of committees of the Union shall not receive any remuneration for their services, but shall be reimbursed for reasonable expenses incurred in connection with their attendance at Board Meetings or otherwise incurred in connection with their services as Directors or as members of such committees.

4.10 Vacancies. The office of a Director shall automatically be vacated:

- (a) if the Director ceases to meet the qualifications of Section 4.3 hereof;
- (b) if the Director by notice in writing to the Union resigns his or her office which resignation shall be effective at the time it is received by the Union or at the time specified in the notice, whichever is later;
- (c) if, at a Special Meeting, an Ordinary Resolution is passed removing the Director;
- (d) if the Director is expelled from office pursuant to Section 6.4; or
- (e) if the Director dies.

4.11 Filling Vacancies. A vacancy occurring on the Board shall be filled as follows:

- (a) If the vacancy occurs as a result of the removal of a Provincial Director or General Director by the Members in accordance with Section 4.10(c) above, it may be filled upon an Ordinary Resolution passed at the same Special Meeting.
- (b) In the event of a vacancy occurring in respect of a Player Director during the term of that office, the Player Director Vacancy Committee shall provide the Secretary with the name of an individual who meets the qualifications set out in Section 4.6(c)(ii) to fill such vacancy, and the Board shall appoint such nominee to act as the Male Player Director or Female Player Director, as the case may be, as soon as is reasonable practicable thereafter.
- (c) Any other vacancy on the Board may be filled by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office; provided that if there is not a quorum of Directors in office, the remaining Directors shall forthwith call a Member Meeting to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member.
- (d) Otherwise such vacancy shall be filled at the next Annual Meeting in accordance with the applicable election requirements set out herein.
- (e) Any Director, elected or appointed to fill the office of a Director that is vacated for reasons other than the expiry of the term of such Director, shall hold office for the remainder of the term of such vacated Director and shall be deemed to have held such position for its full term for the purposes of Section 4.4.

5. Board Meetings

- 5.1 Notice. A Board Meeting may be convened by the Chairman or by any two (2) Directors at any time, provided that at least one (1) Board Meeting shall be held in each calendar quarter. The Secretary, when directed or authorized by the Chairman or any two (2) Directors, shall convene a Board Meeting. Written notice shall be given to the Directors and Board Observers not less than ten (10) days prior to the date for such Board Meeting (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given); provided always that a Director or Board Observer may in any manner and at any time waive notice of a Board Meeting and attendance of a Director or a Board Observer at a Board Meeting shall constitute a waiver of notice of the meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that Board Meetings may be held at any time without notice if all the Directors and Board Observers are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors and Board Observers waive notice before or after the date of such meeting.
- 5.2 Meetings by Telephone Participation. If all the Directors consent, a Director may participate in a Board Meeting, or in a committee of Directors, by means of a telephonic,

an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting and a Board Observer attending such a meeting by such means is deemed to be present at such meeting.

- 5.3 Resolutions Without Meeting. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board Meeting or at a committee of Directors, is as valid as if it had been passed at a Board Meeting or committee of Directors. For the purpose signing such resolutions, the resolutions may be delivered to Directors in counterpart for endorsement by e-mail, and receipt by the Secretary of an e-mail transmission of the resolution and the signature of the Director shall constitute proof of the signature to the resolution of each such Director. A copy of every resolution referred to in the first sentence of this Section shall be kept with the minutes of Board Meetings.
- 5.4 Quorum. Seven (7) Directors shall form a quorum for the transaction of business at a Board Meeting, and notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- 5.5 Voting. Subject to the Act, each Director is entitled to one (1) vote on each matter brought to a vote at a Board Meeting and, except where otherwise required by these By-laws or the Act, all matters brought to a vote at a Board Meeting shall be determined by an Ordinary Resolution of the Directors entitled to vote in respect of such matter. In the event of a tie, the chair of the meeting shall have a casting vote.
- 5.6 Record of Directors' Minutes. Board Meetings shall be recorded, and minutes thereof shall be presented to the next Board Meeting. If in-camera business is conducted at any meeting in accordance with the provisions of Section 5.7, that fact, together with a description of the general nature of such business, shall be recorded in the minutes.
- 5.7 In-Camera Business. The Board, upon resolution, may consider business in-camera if the business to be considered deals with:
- (a) the discipline, suspension or termination of any Director, officer or Member;
 - (b) the employment and appointment of personnel;
 - (c) the acquisition of property; or
 - (d) the preparation or planning for the presentation of a competitive bid quote or similar activity which is of a confidential nature.
- 5.8 Conduct of In-Camera Business. In the event that the Board shall conduct 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 (although the Directors and Board Observers shall be permitted access to such minutes).
- 5.9 Procedure. Should the procedure undertaken at a Board Meeting be disputed by a Director, the chair of such meeting may, if he or she deems appropriate, take direction

from *Robert's Rules of Order* in resolving such dispute; provided that the determination of the chair of the meeting in respect of any such dispute shall be final and conclusive.

- 5.10 Error or Omission in Giving Notice. No error or omission in giving notice of any Board Meeting or any adjourned Board Meeting shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time ratify, approve and confirm any or all proceedings taken or had thereat.

6. Powers of Directors

- 6.1 Board of Directors. The Board shall manage or supervise the management of the activities and affairs of the Union and make or cause to be made for the Union, in its name, any kind of contract which the Union may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Union is, by its Articles, the Act or otherwise, authorized to exercise and do. Without restricting the generality of the foregoing, the Board may employ a Chief Executive Officer and other such employees as are necessary to administer the activities and affairs of the Union.

- 6.2 Powers of the Board. In addition to any other powers which they possess under these By-laws or otherwise, the Board is expressly empowered, from time to time:
- (a) To take such steps as it may deem necessary to enable the Union to acquire, accept, solicit or receive donations and benefits of any kind for the purpose of furthering the purposes of the Union;
 - (b) to make or authorize expenditures on behalf of the Union for the purpose of furthering the purposes of the Union;
 - (c) to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the furtherance of any or all of the purposes of the Union in accordance with such terms and conditions as may be agreed with such a trust company;
 - (d) to appoint at its discretion such a committee or committees, subject to Article 8, to be designated by such name or names as it may decide and to change the membership of such committee or committees from time to time as it may decide; provided that the members of such committees need not be Directors;
 - (e) to delegate by resolution to an officer or officers of the Union the right to employ and pay salaries to employees of the Union; and
 - (f) to appoint representatives to World Rugby, the Canadian Olympic Committee, Rugby Americas North and any other governing bodies for which the Union is entitled to have a representative present; provided that such representatives need not be Directors.

- 6.3 Rules and Regulations. The Board may prescribe rules and regulations not inconsistent with these By-laws, the Articles and the Act, relating to the management and operation of the Union.
- 6.4 Suspension and Expulsion from Union. The Board, upon its own initiative or upon the substantiated charge of any Member, may suspend or expel any Director as a disciplinary measure for conduct detrimental to the best interests of the Union by an Extraordinary Resolution passed by the Directors other than the Director to be suspended or expelled.

7. Officers

- 7.1 Officers. At a Board Meeting to be held as soon as is reasonably practicable following the Annual Meeting each year, the Board shall appoint the following officers:
- (a) the Chairman;
 - (b) the Vice Chairman;
 - (c) the Secretary; and
 - (d) the Treasurer.

The Treasurer need not be Director, but the Chairman, the Vice Chairman and the Secretary shall be appointed from among the General Directors and Provincial Directors.

- 7.2 Term of Office. Each of the foregoing officers shall be appointed for a term of one (1) year and may be re-elected, provided that no person may be re-elected to the office of Chairman for more than four (4) consecutive years.
- 7.3 Remuneration and Expenses. The foregoing officers shall not receive any remuneration for their services, but shall be reimbursed for reasonable expenses incurred in connection with their services as officers.
- 7.4 Duties of the Chairman. The Chairman shall also be the President of the Union and, when present, shall preside at all Member Meetings and all Board Meetings. The Chairman shall be entitled to attend all meetings of committees appointed or established by the Board.
- 7.5 Duties of the Vice Chairman. If the Chairman is absent or is unable or refuses to act, the Vice Chairman shall, when present, preside at all Member Meetings and Board Meetings. The Vice Chairman shall also be the Vice-President of the Union.
- 7.6 Duties of the Secretary. The Secretary shall be responsible for, but may delegate to the Chief Executive Officer of the Union:
- (a) the conduct of the correspondence of the Union;
 - (b) the issuance of notices of Member Meetings and Board Meetings;

- (c) the preparation, in consultation with the Chairman, of the agendas for Member Meetings and Board Meetings;
- (d) the preparation and keeping of minutes of all Member Meetings and Board Meetings;
- (e) the custody of all records and documents of the Union except those required to be kept by the Treasurer;
- (f) the custody of the corporate seal of the Union;
- (g) the maintenance of the register of members; and
- (h) such other duties and responsibilities as directed by the Board from time to time.

7.7 Duties of the Treasurer. The Treasurer shall be responsible for, but may delegate to the Chief Executive Officer of the Union:

- (a) the maintenance and keeping of such financial records, including books of account, as are necessary to comply with the Act;
- (b) the preparation and provision of the financial statements of the Union to the Directors, Members and others when required; and
- (c) such other duties and responsibilities as directed by the Board from time to time.

7.8 Removal from Office. The offices of the Chairman, Vice Chairman, Secretary and Treasurer shall be subject to removal from office by an Extraordinary Resolution passed by the Directors entitled to vote thereon.

7.9 Other Officers. The Board (i) may engage such other officers on behalf of the Union, including a Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, (ii) shall set the remuneration for such officers, and (iii) may remove the individuals in such positions by an Ordinary Resolution passed by the Directors entitled to vote thereon, subject to any contractual obligations binding the Union with respect thereto.

8. Standing Committees of the Union

8.1 General Director Nominating Committee. The Board shall establish a General Director Nominating Committee no later than ninety (90) days prior to an Annual Meeting.

- (a) *Composition:* The General Director Nominating Committee shall be composed of the following four (4) individuals:
 - (i) The Chairman, who shall act as the chair of the General Director Nominating Committee;
 - (ii) An individual appointed by the British Columbia Rugby Union;

- (iii) An individual appointed by The Ontario Rugger Union; and
 - (iv) An individual appointed by the Members, other than the British Columbia Rugby Union and The Ontario Rugger Union.
- (b) *Duties:* The General Director Nominating Committee shall:
- (i) solicit applications from suitable candidates to be put forward as nominees for the position of General Director, who individually and collectively with the other members of the Board shall possess a matrix of financial, legal, commercial, marketing, sports business skills and international rugby experience and contacts that the General Director Nominating Committee believe is necessary to enhance the effective operation of the Board;
 - (ii) for those nominees deemed suitable for nomination for the position of General Director, procure a brief biographical sketch of each such nominee and the written consent of the nominee to such nomination; and
 - (iii) present to the Board, no later than forty-five (45) days prior to every Annual Meeting, recommendations of individuals to be nominated by the Board for election as General Directors at the next Annual Meeting in accordance with Section 4.7, together with the brief biographical sketches and written consents.
- (c) *Rules of Procedure:* The General Director Nominating Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make and provided that, in the event of a tie in any vote by the members of the Committee, the chair of the Committee shall have a casting vote.

8.2 Player Director Nominating Committee. The Board shall establish a Player Director Nominating Committee no later than ninety (90) days prior to an Annual Meeting.

- (a) *Composition:* The Board shall appoint the following individuals to sit on the Player Director Nominating Committee: (i) the Secretary, or a designate thereof, (ii) the Male Player Director, and (iii) the Female Player Director.
- (b) *Duties:* The Player Director Nominating Committee shall have the duties set out in Section 4.6 hereof.

8.3 Player Director Vacancy Committee. As soon as reasonably practicable upon a vacancy occurring to a Player Director position (other than through the expiry of the term of such Director), the Board shall establish a Player Director Vacancy Committee.

- (a) *Composition:* The Board shall appoint the following individuals to sit on the Player Director Vacancy Committee:

- (i) The Men's Team Captain (in the case of the vacancy occurring to the Male Player Director) or the Women's Team Captain (in the case of the vacancy occurring to the Female Player Director), as applicable;
 - (ii) The individual who was most recently named captain of the Men's Sevens Team (in the case of the vacancy occurring to the Male Player Director) or the individual who was most recently named captain of the Women's Sevens Team (in the case of the vacancy occurring to the Female Player Director), as applicable; and
 - (iii) Three (3) other males individuals (in the case of the vacancy occurring to the Male Player Director) or three (3) other female individuals (in the case of the vacancy occurring to the Female Player Director) who, at any time during the preceding 12-month period, played (or were dressed as substitutes) for Canada in a Test Match.
- (b) *Residency:* At least fifty percent (50%) of the Player Director Vacancy Committee must be resident, and training domestically, in Canada.
- (c) *Duties:* The Player Director Vacancy Committee shall have the duties set out in Section 4.11(b) hereof.

8.4 Audit Committee. At a Board Meeting to be held as soon as is reasonably practicable following the Annual Meeting for each year, the Board shall establish an Audit Committee which shall accord with Section 194 of the Act.

- (a) *Composition:* The Audit Committee shall be composed as follows:
- (i) The Audit Committee shall consist of at least three (3) Directors, a majority of whom are not officers or employees of the Union or any of its affiliates.
 - (ii) The Audit Committee shall consist of no more than five (5) individuals. Any individuals appointed to the Audit Committee who are not Directors shall possess expertise in financial accounting and/or auditing practices to the satisfaction of the Board.
 - (iii) The Board will designate one member of the Audit Committee who is also a Director as its chair. In the absence of the chair of the Audit Committee being present at a meeting of the Audit Committee, the members of the Audit Committee in attendance shall appoint one of their number to act as chair of such meeting.
 - (iv) The economic interests of members of the Audit Committee must not conflict with the economic interests of the Union. For example, a member of the Audit Committee may not have an economic interest in any entity doing business with the Union. For greater certainty, the interest of an

individual who is a director of a Member shall not be considered to be an economic interest in conflict with the economic interests of the Union.

- (v) The Treasurer may be appointed a member of the Audit Committee provided that the Treasurer is not an employee of the Union.
 - (vi) Members of the Audit Committee will be appointed for terms of two (2) years and (A) if Directors, may be re-appointed at the discretion of the Board, or (B) if not Directors, may not be re-appointed for at least two (2) years following the expiry of such term (it being the intention of the Union that such non-Director members of the Audit Committee rotate between provinces and territories to the extent reasonably practicable and consistent with the requirements of paragraph (a)(ii) above, at the discretion of the Board).
- (b) *Duties:* The Audit Committee shall perform the following duties:
- (i) Review the financial statements of the Union before they are approved by the Board pursuant to Section 178 of the Act;
 - (ii) Undertake such duties as are prescribed in the Board Policy Manual;
 - (iii) Report to the Board as often as the committee or the Board deems necessary, but at least annually.

Members of the Audit Committee shall carry out their duties in accordance with the Terms of Reference, Responsibility, Authority and Standard of Care of the Audit Committee outlined in the Board Policy Manual.

- (c) *Audit Committee Meetings:*
- (i) The quorum for a meeting of the Audit Committee shall be two (2) members of the Audit Committee.
 - (ii) Each of the Chief Executive Officer, the Chief Financial Officer and the public accountant of the Union shall be sent notice of the time and place of any meetings of the Audit Committee and shall be entitled to attend, and participate at, all such meetings.
 - (iii) Any individual in attendance at a meeting of the Audit Committee shall withdraw himself or herself from attendance at the meeting in respect of any matter in which the individual is subject to a conflict of interest.
 - (iv) The public accountant of the Union will attend (A) at least one meeting of the Audit Committee annually to discuss the results of the annual audit and the review by the public accountant of the audited financial statements of the Union and related notes to the financial statements, and (B) any other meeting if requested by a member of the Audit Committee.

- (v) The Audit Committee will meet at least twice per year. The chair of the Audit Committee may convene additional meetings as deemed necessary. Notwithstanding the foregoing, the public accountant of the Union or a member of the Audit Committee may call a meeting of the Audit Committee.

8.5 Governance Committee. At a Board Meeting to be held as soon as is reasonably practicable following the Annual Meeting for each year, the Board shall establish a Governance Committee.

(a) *Composition:*

- (i) The Board will appoint a maximum of four (4) individuals to sit on the Governance Committee. Such individuals must have, to the satisfaction of the Board, demonstrated experience and expertise in governance, policy development, constitutions and by-laws associated with profit and/or non-profit organizations.
- (ii) The Board will designate one member of the Governance Committee, who is also a Director, as its chair. In the absence of the chair of the Governance Committee being present at a meeting of the Governance Committee, the members of the Governance Committee in attendance shall appoint one of their number to act as chair of such meeting.
- (iii) Governance Committee members shall be appointed for terms of two (2) years and may be re-appointed at the discretion of the Board.

(b) *Duties:* The Governance Committee is responsible for advising the Board on all matters with regard to Board policy which, without restricting the generality of the foregoing, includes the responsibility:

- (i) To consider and recommend on any matters of general policy and administration referred to it by the Board;
- (ii) To maintain a continuous review of the By-laws;
- (iii) To ensure the Board Policy Manual is implemented and adhered to;
- (iv) To ensure the mandates associated with the Board Policy Manual are carried out;
- (v) To assist the Chairman and Chief Executive Officer in all matters related to governance and to assist in enhancing the Board efficiency and effectiveness; and
- (vi) To report to the Board as often as the committee or the Board deems necessary, but at least annually.

(c) *Governance Committee Meetings:*

- (i) The quorum for a meeting of the Governance Committee shall be two (2) members of the Governance Committee;
- (ii) The Governance Committee will meet at least twice per year. The chair of the Governance Committee may convene additional meetings as he or she deems necessary.
- (iii) Only members of the Governance Committee and those individuals specifically invited by the chair of the Governance Committee will attend Governance Committee meetings.

8.6 Removal of Committee Members. Members of committees established by the Board in accordance with these By-laws shall be subject to removal from such committees by an Extraordinary Resolution passed by the Directors entitled to vote thereon.

9. Honorary Life Membership

9.1 Honorary Life Membership. The Union may recognize an individual's contribution to the sport of rugby by awarding such individual an Honorary Life Membership in the Union which shall be the highest level of recognition granted by the Union. Honorary Life Membership shall be awarded in accordance with policies approved by the Board from time to time. Honorary Life Members shall be entitled to the rights and benefits described in such policies. Any individual who was a Life Member of the Union in accordance with previous by-laws of the Union shall be deemed to be an Honorary Life Member automatically upon this By-law coming into effect. For the purposes of these By-laws, the Act and for any other purpose whatsoever, an Honorary Life Member is not a "member" of the Union and therefore does not possess any rights granted to members under the By-laws or the Act.

10. Corporate Seal and Signature and Certification Of Documents

10.1 Corporate Seal. The seal of the Union shall be in such form as shall be prescribed by the Board and shall have the words "Canadian Rugby Union - Fédération Canadienne De Rugby" endorsed thereon, and shall be held in custody by the Secretary at the head office of the Union or any such office as the Board may determine from time to time.

10.2 Authorization to Sign Documents. Contracts, documents and any instruments in writing requiring the signature of the Union may be signed by (i) the Chief Executive Officer or (ii) any two (2) Directors or officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Union without any further authorization or formality. Notwithstanding the foregoing, the Board may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Union either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Union may, when required, be affixed to any such contracts, documents or instruments in writing signed as aforesaid, or by any officer or officers appointed by resolution of the Board.

11. By-laws

- 11.1 Previous By-laws. All previous by-laws of the Union are repealed as and from the effective date of this By-law. Such repeal shall not affect the previous operation of such repealed by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.
- 11.2 By-laws. The making of any By-law, any By-law amendment and any repeal of a By-law shall accord with the Act, provided that any By-law made, amended or repealed by the Board shall not have effect until confirmed by the Members by Ordinary Resolution.

12. Public Accountant

- 12.1 Public Accountant. The Members shall at each Annual Meeting appoint a public accountant, who meets the requirements of Section 180 of the Act, to (i) audit the accounts of the Union for reporting to the Members, and (ii) hold office until the next following Annual Meeting; provided, however, that any vacancy in the office of the public accountant may be filled in accordance with the Act.

13. General

- 13.1 Fiscal Year. The fiscal year of the Union (the “**Fiscal Year**”) shall be determined by the Board from time to time.
- 13.2 Indemnities to Directors and Others.
- (a) Except in respect of an action by or on behalf of the Union, or another entity hereafter referenced, to procure a judgement in its favour, the Union shall indemnify a present or former Director or officer of the Union, or another individual who acts or acted at the Union’s request as a Director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Union or other entity.
 - (b) The Union shall advance money to a Director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subparagraph (a) above. Such person shall repay the money if he or she does not fulfil the conditions of subparagraph (c) below.
 - (c) Notwithstanding the provisions of this By-law, the Union may not indemnify an individual under subparagraph (a) unless the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Union or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Union’s request; and

- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- (d) Despite subparagraph (a), an individual referred to in that subparagraph is entitled to indemnity from the Union in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Union or other entity as described in that subparagraph, if the individual seeking indemnity:
 - (i) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
 - (ii) fulfils the conditions set out in subparagraph (c).
- (e) The Union shall purchase and maintain insurance for the benefit of an individual referred to in subparagraph (a) against any liability incurred by the individual:
 - (i) in the individual's capacity as a Director or an officer of the Union; or
 - (ii) in the individual's capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Union's request,

provided that insurance need not be purchased or maintained in respect of an individual who would not be entitled to receive indemnification pursuant to subparagraph (c).

- 13.3 Notices. Any notice or other document required by the Act, the Articles, or the By-laws to be sent to any Member, Director, Board Observer or to the public accountant shall be delivered personally or sent by prepaid mail or by facsimile or electronically to any such Member, Director or Board Observer in accordance with his or her latest contact information as shown in the records of the Union and to the public accountant at its business address, or if no contact information be given therein then to the last contact information of such Member, Director or Board Observer known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Notices to Members shall be given in both official languages of Canada.

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