



CANADIAN RUGBY UNION

BY-LAWS

July 25, 2020

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**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) “**Fiscal Year**” has the meaning ascribed thereto in Section 13.1 hereof;
- (j) “**Member**” means a member of the Union determined in accordance with Section hereof;
- (k) “**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;
- (l) “**Member Meeting**” means an Annual Meeting or Special Meeting;
- (m) “**Men’s Sevens Team**” means the Canadian senior men’s national sevens rugby team;
- (m.1) “**Men’s Sevens Captain**” means the individual who was most recently named captain of the Men’s Sevens Team;

- (n) “**Men’s Fifteens Team**” means the Canadian senior men’s national fifteens rugby team;
- (o) “**Men’s Fifteens Captain**” means the individual who was most recently named captain of the Men’s Fifteens Team;
- (p) “**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;
- (q) “**Ordinary Resolution**” means a resolution of the Members passed by a majority of the votes cast on that resolution;
- (r) “**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;
- (r.1) “**Past Chair**” means the individual who last ceased to be the Chair;
- (s) “**Player Directors**” means the Male Player Director and the Female Player Director and “**Player Director**” means either one of them;
- (t) “**Players List**” means the list prepared by the Player Director Nominating Committee in accordance with Section 4.6(a) hereof;
- (u) “**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;
- (v) “**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;
- (w) “**Registration Fee**” means any fee (whether one-time, annual or otherwise) payable, directly or indirectly, by a Participant or Registered Participant to the Union;
- (x) “**Special Meeting**” means a meeting of the Members other than an Annual Meeting;
- (y) “**Special Resolution**” means a resolution of the Members passed by a majority of not less than two- thirds (2/3) of the votes cast on that resolution;

- (z) “**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;
- (aa) “**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;
- (bb) “**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 hereof;
- (cc) “**Women’s Sevens Team**” means the Canadian senior women’s national sevens rugby team;
- (dd) “**Women’s Fifteens Team**” means the Canadian senior women’s national fifteens rugby team;
- (dd.1) “**Women’s Sevens Captain**” means the individual who was most recently named captain of the Women’s Sevens Team;
- (ee) “**Women’s Fifteens Captain**” means the individual who was most recently named captain of the Women’s Fifteens Team; and
- (ff) “**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 Chair 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 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 or 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 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.

3.2A Attendance at Annual Meetings. Each of the following shall be entitled to receive notice of and attend each Annual Meeting:

- (a) representatives of each Member, including each Member's Voting Delegate;
- (b) each Director;
- (c) the Past Chair; and
- (d) each current representative appointed by the Board in accordance with section 6.2(f) to World Rugby, to the Canadian Olympic Committee and to Rugby Americas North.

- 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.

- (a) The Board shall consist of no fewer than seven and no more than nine Directors, plus the two Player Directors nominated and elected in accordance with Bylaw 4.6. (collectively referred to as the “Directors”).
- (b) The number of Directors of one gender shall not exceed the number of Directors of the other gender by more than two.

4.2 Past Chair. The Past Chair shall receive notice of and shall be entitled to attend all Board Meetings during the period starting from the date that he or she ceased to be Chair and ending upon the next Annual Meeting thereafter. The Past Chair may participate in Board Meetings in an advisory capacity but shall not 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. Each Director shall be elected for a term of three years. A person may be a Director for no more than two consecutive full terms. No person shall be eligible for re-election to the Board until the expiry of three years after the completion of his or her previous term as a Director.

4.4A Director Nominations. No person shall be nominated for election as a Director at any time unless he or she:

- (a) has the qualities and characteristics prescribed by the Governance Committee from time to time; and
- (b) has:
 - (i) at least one of the skills, qualifications or areas of expertise prescribed; and
 - (ii) at least one of the skills, qualifications or areas of expertise recommended: from time to time by the Governance Committee that is then lacking on the board of directors.

- 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 Fifteens Team, the Men's Sevens Team, the Women's Fifteens Team and the Women's Sevens 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 Fifteens Team, the Women's Fifteens 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 Chair 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 Chair or any two (2) Directors, shall convene a Board Meeting. Written notice shall be given to the Directors and Past Chair 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 may in any manner and at any time waive notice of a Board Meeting and attendance of a Director 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 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 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.
- 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. A majority of the Directors then in office 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, including the Chair, 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 a resolution passed by a majority of the Directors, including the Chair, entitled to vote in respect of such matter.

- 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 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 a resolution of the Directors passed by a majority of not less than 75% of the votes cast. The Director to be suspended or expelled shall not vote.

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 Chair;
- (b) the Vice Chair;
- (c) the Treasurer; and

- (d) the Secretary;

each of whom shall be a Director.

- 7.2 Term of Office. (1) Each of the foregoing officers shall be appointed for a term of one year and may be re-elected for as long as he or she is a Director.

Notwithstanding section 4.4 of the Bylaws, the Chair may be re-elected as a Director for an additional one-year term following the completion of two consecutive three-year terms if he has been re-appointed a Chair conditional on such re-election.

- 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 Chair. The Chair shall, when present, preside at all Member Meetings and all Board Meetings. The Chair shall be entitled to attend all meetings of committees appointed or established by the Board.

- 7.5 Duties of the Vice Chair. If the Chair is absent or is unable or refuses to act, the Vice Chair shall, when present, preside at all Member Meetings and Board Meetings.

- 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 Chair, 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 Chair, Vice Chair, Treasurer and Secretary shall be subject to removal from office by a resolution of the Directors passed by a majority of not less than 75% of the votes cast. The officer to be removed shall not vote.

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, subject to any contractual obligations binding the Union with respect thereto.

8. Standing Committees of the Union

8.1 Committees. The Board shall establish and maintain the following committees:

- (a) general director nominating committee, comprising the Chair, an individual appointed by the British Columbia Rugby Union, an individual appointed by the Ontario Rugged Union and an individual appointed by the Members other than the British Columbia Rugby Union and the Ontario Rugged Union;
- (b) player director nominating committee, comprising the Secretary, the Male Player Director and the Female Player Director;
- (c) player director vacancy committee, comprising:
 - (i) in the case of the vacancy occurring to the Male Player Director, the Men's Fifteens Captain, the Men's Sevens Captain and three other male Eligible Individuals;
 - (ii) in the case of the vacancy occurring to the Female Player Director, the Women's Fifteens Captain, the Women's Sevens Captain and three other female Eligible Individuals:

where "Eligible Individuals" means persons who at any time during the preceding 12-month period played (or were dressed as substitutes) for Canada in a Test Match;

- (d) audit committee, comprising the Treasurer plus at least two additional Directors plus one individual who is neither a Director nor an officer or employee of the Union or any of its affiliates;

- (e) governance committee, comprising at least two Directors plus one person who may but need not be a Director;
 - (f) human resources committee, comprising at least two Directors and one individual who is neither a Director nor an officer or employee of the Union or any of its affiliates and who has specific experience in human resources matters;
- and
- (g) executive committee, comprising the Chair, the Vice Chair, the Secretary, the Treasurer, one additional Director and the Chief Executive Officer;

in each case with such mandate and terms of reference as the Board shall determine from time to time.

8.2 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 a resolution of the Directors passed by a majority of not less than 75% of the votes cast.

8.3 Chief Executive Officer. Unless otherwise determined by the Chair, the Chief Executive Officer of the Union shall be entitled to attend the meetings of all committees established by the Board other than the human resources committee which he may attend by invitation.

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. Signature and Certification of Documents

10.1 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 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 or Director or to the public accountant shall be delivered personally or sent by prepaid mail or by facsimile or electronically to any such Member or Director 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 or Director 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.