

By-Law No. 1

A bylaw relating generally to the conduct of the affairs of

The Bytown Blues Rugby Football Club

BE IT ENACTED as a By-law of the Corporation as follows:

Article 1: Interpretation

1.1 Definitions – The following terms have these meanings in these Bylaws:

- a) *Act* means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the Bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- c) *Board* means the Board of Directors of the Corporation.
- d) *Business Day* means any day other than a Saturday, a Sunday or a statutory holiday in the Province of Ontario.
- e) *Bylaws* means this bylaw and all other bylaws of the Corporation from time to time in force and effect.
- f) *Chair* means the individual appointed to lead the Board, or a Committee established by the Board.
- g) *Club* means THE BYTOWN BLUES RUGBY FOOTBALL CLUB
- h) *Corporation* means THE BYTOWN BLUES RUGBY FOOTBALL CLUB
- i) *Delegate* means the individual authorized to hold the votes of a Member at a meeting of the Members.
- j) *Director* means an individual elected or appointed to the Board.
- k) *Governance Manual* has the meaning set out in Section 2.3 below.
- l) *Meeting of Members* includes an annual meeting of members or a special meeting of members.
- m) *Member* means a Person having a membership in the Corporation and Membership means the collective membership of the Corporation.
- n) *Officer* means an individual appointed as an officer of the Corporation according to the provisions of Article 7.
- o) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- p) *President* means the President and Chair of the Corporation
- q) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.

Article 2: General

2.1 Execution of Documents – Signing authority for the financial business of the Club shall be two signatures from the following: President, VP Finance; Treasurer

2.2 Governance Manual – Subject to the Act, the Board may adopt, amend or repeal such operating policies that are not inconsistent with the Bylaws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the Bylaws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board, either on its own or incorporated into the Governance Manual, will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

Article 3: Membership

3.1 Classes of members – Subject to the Act and the Articles, there shall be six classes of membership in the Club:

- (a) Senior Playing (ages 18 +);
- (b) Junior Playing (ages 12-18);
- (c) Minor Playing (ages 11 and under);
- (d) Social;
- (e) Lifetime; and
- (f) Board (Persons appointed to positions of responsibility where due and registration are paid for by the Club)

3.2 Conditions of Membership – subject to section 3.1, Membership in the Club is subject to the following conditions:

- (a) A member is deemed a member of the Club only if they are a member in good standing;
- (b) A member in good standing is a member who has paid his/her dues for the current year and has no outstanding dues from previous years

3.3 Discipline/Suspension/Expulsion - A member may be disciplined, suspended or expelled by the Board of Directors for non-payment of dues and/or for any actions by the member that undermine the purpose of the Club.

- (a) A member will be notified of any discipline/suspension/expulsion by written notice, including electronic means;
- (b) A member may appeal a discipline/suspension/expulsion decision to the VP Administration not more than 20 days from the date of notification;
- (c) Any member appeals will be heard by the Executive Committee

Article 4: Meetings of Members

4.1 Notice of Members' Meetings – In accordance with and subject to the Act, written notice of the time, place, and agenda of a Meeting of Members shall be given to each Member in Good Standing and each of the Directors between 15 and 50 days before the day on which the meeting is to be held.

4.2 Annual Meetings – Annual Meetings ("**Annual General Meeting**" or "**AGM**") shall be held each year within two months of the calendar year end, and shall be held for the following purposes:

- (a) considering the financial statements and reports of the Club required by the Act to be presented at the meeting by the VP Finance;
- (b) considering the budget for the forthcoming year to be presented by the VP Finance;
- (c) considering the audit or review engagement report, if any;
- (d) considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement;
- (e) electing directors, if applicable;
- (f) reappointment of incumbent auditor or person appointed to conduct a review engagement; and
- (g) transacting such other business as may properly be brought before the meeting or is required under the Act.

4.3 Special Meetings – Special Meetings ("**Special General Meeting**" or "**SGM**") may be called by the Board of Directors or at the written request of twenty-five percent of the number of Senior members in the Club. If a Special Meeting is called:

- (a) The Special Meeting must be held within 21 days of being called;
- (b) Members must receive at least 21 days' notice of the Special Meeting being called; and
- (c) The Quorum at a Special Meeting shall be twenty-five percent of the number of Senior Members of the Club.

4.4 Participation by Electronic Means – Any Person entitled to attend a Meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, if the Club makes such means available. A Person so participating in a meeting is deemed to be present at the meeting

4.5 Voting –

- (a) Members in Good Standing – Each Member in Good Standing shall have one vote, with the President having the deciding vote in tie situations as needed
- (b) Junior and Minor Members – One parent of a Youth and/or Minor member will be deemed to be a voting member on behalf of that Junior and/or Minor member
- (c) Proxy Votes – No proxy votes shall be accepted at an Annual General Meeting
- (d) Votes to Govern – At all meetings every question shall, be decided by the majority of the votes duly cast.

4.6 Quorum – At any meeting of the Club, a quorum shall consist of twenty-five percent of the number of Senior Members in the Club.

Article 5: Directors

5.1 Board of Directors – The Board of Directors shall manage the affairs of the Club, including being responsible for:

- (a) the development and maintenance of the Club's Strategic Plan
- (b) the development and maintenance of the Club's Coaches Manual;
- (c) the development and maintenance of the club's Administration Manual; and
- (d) acting on decisions relating to the management of Club activities.

5.2 Number of Directors – The number of directors of the Club shall be nine (9).

5.3 President and Chair – One director shall be appointed Chair of the board of directors ("**President and Chair**" or "**President**").

5.4 Vice Presidents – The remaining eight (8) directors shall be elected to fill the following corresponding officer positions:

- i) Vice President Administration
- ii) Vice President Men's Rugby
- iii) Vice President Women's Rugby
- iv) Vice President Girls Rugby
- v) Vice President Boys Rugby
- vi) Vice President Rugby Operations
- vii) Vice President Finance
- viii) Vice President Marketing

5.5 Election and Term – The Directors shall be elected by the Members at each Annual Meeting of Members. Each Director shall be elected to hold office for a two-year term and shall hold office until the subsequent annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. If a director's position is not filled at the relevant AGM, the Board of Directors shall appoint a person to fill the vacancy for the designated term.

5.6 Alternating Election Years – the Directors' elections will take place in alternating cohorts as follows:

- a) Odd-numbered years:
 - a. Vice President Men's Rugby
 - b. Vice President Women's Rugby
 - c. Vice President Girls Rugby

- d. Vice President Boys Rugby
- e. Vice President Rugby Operations
- f. Vice President Finance
- b) Even-numbered years:
 - a. President
 - b. Vice President Administration
 - c. Vice President Marketing

5.7 Consent to Election – Subject to the Act, an individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director after the election or appointment.

5.8 Removal of Directors - The members may, by ordinary resolution passed by a majority of the votes cast at a special meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

5.9 Declaration of Interest – Subject to the Act, a director or officer of the Club who,

- (a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,

shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.

Article 6: Meetings of the Board

6.1 President and Chair – The President and Chair (“**President**”) will lead all Board meetings. In the absence of the President, or if the meeting of the Board is not called by the President, the Vice President of Administration serves as the President.

6.2 Number of Meetings – The Board shall hold at least four (4) meetings per year.

6.3 Quorum – Subject to the Act, a majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.4 Meetings by Telephonic or Electronic Means – If all of the Directors consent, a Director may participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting. A consent

pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

Article 7: Officers

7.1 Officers - The principal Officers of the Corporation shall include:

(a) Elected Officers:

- a. President and Chair
- b. Vice President of Administration
- c. Vice President of Men's Rugby
- d. Vice President of Women's Rugby
- e. Vice President of Girls Rugby
- f. Vice President of Boys Rugby
- g. Vice President of Rugby Operations
- h. Vice President of Finance
- i. Vice President of Marketing

(b) Appointed Officers:

- a. Secretary
- b. Treasurer
- c. Registrar
- d. Child Protection Officer
- e. Risk Management and Safety Manager
- f. Rowan's Law Designated Person
- g. Technical Rugby Officer
- h. Coaching Coordinator
- i. Volunteer Coordinator
- j. Twin Elm Coordinator
- k. Vice President of Minor Rugby
- l. Communications Officer
- m. Social Media Officer
- n. Vice President of Community
- o. Events Coordinator
- p. Head of Fundraising and Sponsorship
- q. Head of Merchandise
- r. Head of Food and Beverage

7.2 Election and Term –

- a) The following Officers of the Club shall be elected in accordance with the election procedure described in Article 5:
- i. President and Chair
 - ii. Vice President of Administration
 - iii. Vice President of Men's Rugby
 - iv. Vice President of Women's Rugby
 - v. Vice President of Girls Rugby
 - vi. Vice President of Boys Rugby

- vii. Vice President of Rugby Operations
 - viii. Vice President of Finance
 - ix. Vice President of Marketing
- b) The remaining Officers of the Club shall be appointed by the Board of Directors and shall hold office for a two-year term, until the second Annual Meeting after such Officer is elected.

7.3 Duties – In addition to any duties or powers specified by the Board or in the Governance Manual (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Club, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) President:

- i. Chair all Executive Committee and Board of Directors meetings
- ii. Represent the Club to the EORU, RO, RC, or any other rugby union or governing body
- iii. Serve as an ad-hoc member of all Club committees
- iv. Represent the Club at the Twin Elm Rugby Park Board (“**TERP**”)
- v. Responsible for ensuring that Club articles and by-laws are implemented

(b) VP Administration:

- i. Responsible for and to the following Officers:
 - A. Secretary
 - B. Registrar
 - C. Child Protection Officer
 - D. Rowan’s Law Designated Person
 - E. Risk and Safety Management Officer
- ii. Manage the implementation of the Rugby Ontario Seal of Approval plan
- iii. Manage the Club’s Strategic Plan
- iv. Develop and maintain the Club’s Governance Manual
- v. Form and Chair any committees deemed, by the Board of Directors to support their role
- vi. Chair Executive Committee and Board of Directors meetings when the President is not available
- vii. Represent the Club to the EORU, RO, RC, TERP when the President is not available
- viii. Manage the planning for the Annual General Meeting or any Special General meetings

(c) VP Men’s Rugby:

- i. Responsible for Senior Men’s Rugby
- ii. Provides input to Men’s budget requirements to VP Finance
- iii. Represent Men’s teams on all league boards (EORU, RO & FRQ)
- iv. League schedule

- v. Representative teams
- vi. Player sanctions or rulings
- vii. Establish coaches for Men's teams and programs
- viii. Manage the duties of Men's team managers
- ix. Organize Men's hosting and travelling on tours

(d) VP Women's Rugby:

- i. Responsible for Senior Women's Rugby
- ii. Provides input to Women's budget requirements to VP Finance
- iii. Represent Women's teams on all league boards (EORU, RO & FRQ)
- iv. League schedule
- v. Representative teams
- vi. Player sanctions or rulings
- vii. Establish coaches for Women's teams and programs
- viii. Manage the duties of Women's team managers
- ix. Organize Women's team hosting and travelling on tours

(e) VP Girls Rugby:

- i. Responsible for Junior Women's Rugby (U13-U17)
- ii. Provides input to Junior budget requirements to VP Finance
- iii. Represent Junior Women's teams on all league boards (EORU, RO & FRQ)
 - A. League schedule
 - B. Representative teams
 - C. Player sanctions or rulings
- iv. Establish coaches for Junior Women's teams and programs
- v. Manage the duties of Junior Women's team managers
- vi. Organize Junior Women's hosting and travelling on tours

(f) VP Boys Rugby:

- i. Responsible for Junior Men's Rugby (U13-U17)
- ii. Provides input to Junior budget requirements to VP Finance
- iii. Represent Junior Men's teams on all league boards (EORU, RO & FRQ)
 - A. League schedule
 - B. Representative teams
 - C. Player sanctions or rulings
- iv. Establish coaches for Junior Men's teams and programs
- v. Manage the duties of Junior Men's team managers
- vi. Organize Junior Men's hosting and travelling on tours

(g) VP Rugby Operations:

- i. Responsible for and to the following Officers
 - A. Technical Rugby Officer
 - B. Coaching Coordinator
 - C. Volunteer Coordinator

- D. Twin Elm Coordinator
- E. Vice President of Minor Rugby
- ii. Coordinate use of club camera equipment across all programs.
- iii. Work on travelling and hosting tours for all playing groups.

(h) VP Finance:

- i. Responsible for and to the following Officers:
 - A. Treasurer
 - B. Head of Fundraising and Sponsorship
 - C. Head of Merchandise
 - D. Head of Food and Beverage
- ii. Prepare annual budget for the Club
- iii. Manage and report on the Club budget throughout the year
- iv. Form and Chair any committees deemed by the Board of Directors to support their role
- v. Responsible for sponsorship development and procurement
- vi. Responsible for fundraising plans and implementation
- vii. Liaise and report to the Club on the budget management of TERP
- viii. Prepare unaudited financial statement for the Annual General Meeting

(i) VP Marketing:

- i. Responsible for and to the following Officers:
 - A. Communications Officer
 - B. Social Media Officer
 - C. Vice President of Community
 - D. Events Coordinator

(j) Secretary:

- i. Works with VP Administration
- ii. Records minutes of Executive, Board, Annual General Meeting and Special General Meetings
- iii. Distributes minutes to all officers of the Club
- iv. Maintains a record of all meetings and special proceedings of the Club
- v. Notifies Club members of meeting dates, times and locations
- vi. Maintains a list of all Club members and their contact information

(k) Treasurer:

- i. Works with VP Finance
- ii. Maintains the financial books of the Club
- iii. Provides a financial report for each Executive Committee and Board of Directors meetings
- iv. Prepares a year-end financial report for the Annual General Meeting
- v. Maintains the banking process for the Club; deposits and withdrawals

Article 8: Finances and Statements

- 8.1 Annual Financial Statements** – The directors shall approve annual financial statements of the corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting or, if the corporation has not completed a financial year, that began on the date the corporation came into existence and ended not more than six months before the annual meeting.
- 8.2 Approval of Annual Financial Statements** – The approval of the directors must be evidenced by the signature of one or more directors.
- 8.3 Presentation of Annual Financial Statements** - The Club shall present the Annual Financial Statement to the Members at every annual meeting in accordance with the Act.
- 8.4 Auditor and Level of Financial Review** – The Club shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.
- 8.5 Fiscal Year** – The fiscal year for the Club will be December 1 to November 30 of each year.
- 8.6 Borrowing** – The directors of the Corporation may, without authorization from the members:
- (a) borrow money on the credit of the corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the corporation;
 - (c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
 - (d) mortgage, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.