

**Constitution**

**&**

**By Laws**

**Lindsay Rugby Club**

# **CONSTITUTION OF THE LINDSAY RUGBY FOOTBALL CLUB**

**PROPOSED AMENDMENTS TO THE CONSTITUTION**

In that there has been established an interest on the part of many freemen and women in the area in and about the Town of Lindsay (City of Kawartha Lakes)

In the Province of Ontario, Canada, to carry on the ancient and very venerable art, science and past time of Rugby Union Football, and where in the best interests of this pursuit, develop and maintain a community open to activities that further the ability of said men and women to participate and gathering of such freemen and women who will, with the best of their ability, dedicate themselves to conducting and organization to pursue the aims not only but also sustain the community responsibility that is part of the ancient sport as a core value and our value as an open facility

**Comment [TP1]:** To play Rugby but to also sustain the community responsibility that also is part of the ancient sport as a core value and our value as an open facility

It is hereby proclaimed that there shall exist a society know to all as the

### LINDSAY RUGBY FOOTBALL CLUB

Whose aims and regulations will be outlined in the articles of this Constitution.

Article One: The object of the society will be to foster and conduct participation in the sport of Rugby according to the Union Code and that such code historically entails, in the geographical area within and around the Town of Lindsay and the area known as City of Kawartha Lakes, Ontario.

**Comment [TP2]:** Adding in City KL

Article Two: The society will duly and lawfully make and maintain affiliation with eh officially recognized Provincial National and International governing bodies of the sport.

Article Three: The society will be open without prejudice, to all freemen and women who indicate a willingness to further the sport and the community.

**Comment [TP3]:** Removal of the word Amateur

Article Four: The society will conduct itself as a non-profit corporation without share capital incorporated under, and according to the statutes of the Province of Ontario.

**Comment [TP4]:** Adding in the core community values

The Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law) and the Electronic Commerce Act.

**Comment [TP5]:** Adding the new Corp Act and Not for Profit laws

Article Five: The society will conduct itself according to the attached by-laws and that these by-laws, once accepted as fact shall only be changed by a two- thirds majority vote of good-standing members of at least one year, at the Annual General Meeting, which, according to this constitution must be held in an open and accepted manner in the calendar months of January or February, and providing that notice of intent to change the by-laws has been given at the previous Annual General Meeting, or at a Special Meeting called at the AGM through a voted motion that will follow the AGM in the same year

**Comment [TP6]:** Do we want to keep this as fiscal year may change

**Comment [TP7]:** Change this to Special Meeting to follow AGM

**Comment [TP8]:** Or

Article Six: The society will operate under the administration of a Board of Directors which will number no less than four persons, all members in good standing of a least six calendar months. The duties and powers of the Board will be provided for in the By-laws.

**Comment [TP9]:** Between Four and 8 persons

Article Seven: The society will adopt no by law that will be contrary to the aims, intent, and spirit of this Constitution.

Article Eight: No part of this constitution may be changed or deleted, however the constitution may be amended to, and then only in the following manner:

- 1 A proposed amendment must be presented at the Annual General Meeting of the organization. or at a Special Meeting called at the AGM through a voted motion that will follow the AGM in the same year
- 2 A vote of acceptance of an amendment may only be made at the Annual General Meeting following the presentation of said amendment.
- 3 In order to be accepted an amendment must receive a two thirds majority of the eligible voting members at the Annual General Meeting.

**Comment [TP10]:** Added to allow change within 12 months

A series of by laws relating generally to the conduct and operation of the affairs of the Lindsay Rugby Football Club, which may do business as Lindsay Rugby Club, [www.lindsayrugby.com](http://www.lindsayrugby.com), The Rugby Club, Lindsay.

**Comment [TP11]:** Additional known names

Be it enacted and it is hereby enacted as a set of by laws of the LINDSAY RUGBY FOOTBALL CLUB (hereinafter referred as the "corporation" as follows:

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**Comment [TP12]:** All new, not table prior by laws

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## Section 1 – General

### 1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the President of the Board;
5. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation; and

**Comment [TP13]:** Change from "society" throughout the document

**Comment [TP14]:** These are but a few, add or not,



9. "Officer" means an officer of the Corporation. Elected, appointed or hired to serve as an Officer including Board Directors of the Corporation ( Executive Director, Officer, Director of Rugby)when not in conflict with their position on the Board.

**Comment [TP15]:** This is a growing category of person in the by laws,

10.

## 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**Comment [TP16]:** This was in our old by laws but not defined as such,

## 1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## 1.04 Head Office and Seal

The seal of the Corporation, an impression whereof is stamped into the margin hereof, shall be the Corporate Seal of the corporation. The Head Office of the Society shall be in the City of Kawartha Lakes in the Province of Ontario and at such a place therein as the board of directors may from time to time determine

**Comment [TP17]:** Remember to press in seal

## 1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## Section 2 – Directors

**The affairs of the Corporation will be managed by the board of Directors (hereinafter referred to as the "Board")**

**Powers of the Board**

## 2.01 Election and Term

The Directors shall be elected by the Members; numbering four (4) but having no more than nine (9) members. The term of office of the Directors shall be from the moment of the adjournment of the Annual General Meeting (hereinafter referred to as Annual Meeting) of the Corporation in which the said Board member is elected or appointed until the adjournment of the next annual meeting. **The Board will consist of eight (8) Directors.** The length of office tenure will be two(2) years, leading to a rotation of elections for 4 directors positions each year.

**Comment [TP18]:** Minor adjustment, gives us an option to rotate on and off the board while still participating at board level. Numbers pressure

### Composition of the Board

- a) President
- b) Vice President Facility
- c) Vice President Game (Club Captain)
- d) Treasurer
- e) Secretary
- f) Registrar
- g) Fundraising
- h) Social

### Election of Directors

#### Eligibility

- Be eighteen (18) years of age or older
- Be a resident of Canada as defined in the Income Tax Act
- Willing to comply with the LRFC Conflict of Interest guidelines
- Have the power under law to contract
- Have not been declared incapable by a court in Canada or another country
- Not have the status of Bankruptcy
- Shall be in good standing for all of the 6 months prior to the election

#### Election

Four (4) Directors will be elected at each Annual Meeting.  
Election of the board will be made by majority vote of all members in good standing at the Corporate Annual Meeting.

- a) One valid nomination winner declared by acclamation.
- B) Two or more valid nominations winner will be the recipient of the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted.

**Comment [TP19]:** More of the choice of format for the length of term, but other wise no changes

**Comment [TP20]:** New and recommended

The President shall endeavour to fill the slate prior to the Annual Meeting, this shall be done by means of nomination which will include the written consent of the nominee by signed or electronic signature and be submitted to the Secretary of LRFC seven (7) days prior to the annual meeting. Nominations may be taken from the floor during the Annual Meeting election of the New Board.

**Comment [TP21]:** New added to old

## Terms

Directors will serve terms of two (2) years and will be required to be off the Board for a minimum of one (1) term after completing four (4) consecutive terms. However there are no maximum number of terms a Director may serve.

**Comment [TP22]:** New based on act with recognizing the fact that we are often only the same few doing each job see earlier note on how to rotate, Inclusion of Past President for one year for continuity.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later; a director may not resign from the Corporation when the Director is subject to disciplinary investigation or action of the corporation.
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

**Comment [TP23]:** All new

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum (majority of the Directors elected at the Annual Meeting ) of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and

4. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## 2.04 Committees

Committees may be established by the Board as follows:

1. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

**Comment [TP24]:** 1.see power point presentation on board and administrative structure

**Comment [TP25]:** All based on Act recommendation

## 2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act;

### 3. 2.06 Powers of the Board

Except as otherwise provided in the Act or these By laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

The Board is empowered to

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By Laws

- b) Make policies and procedures relating to discipline of members and registered participants, and will have the authority to discipline members in accordance with such policies.
- c) Make policies and procedures relating to management of disputes within the Corporation.
- D) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- e) Determine registration procedures membership dues recommend participant dies and determine other registration requirements.
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering eh purposes of the Corporation.
- G) Make expenditures for the purpose of furthering the objects and purposes of the Corporation
- H) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By Laws
- I) perform any duties from time to time as may be in the best interests of the Corporation.
- J) Approval of the annual budget.

**Comment [TP26]:** NOT NEW! But needs to be done

### **Section 3 - Board Meetings**

#### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President or any two (2) Directors or any three (3) members of the Corporation;

#### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### 3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

**Comment [TP27]:** New but seems to be more to do with Act, unless we go for a slate of directors and they select their executive from within, this is when it is to be done.

### 3.04 Chair

The President shall preside at Board meetings. In the absence of the Chair, one of the Vice Presidents present shall to act as the Chair excepting the Secretary.

### 3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall ( shall not) have a second or casting vote should a tie be recorded then the motion will be considered defeated.

**Comment [TP28]:** change the second casting vote and the defeat of a motion. Again not a law, we can keep casting vote if we want to .

### 3.06 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

**Comment [TP29]:** ONCA new

## Section 4 - Financial

### 4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### 4.02 Financial Year

The financial year of the Corporation ends on March 31st in each year or on such other date as the Board may from time to time by resolution determine.

**Comment [TP30]:** Driven by BDO however will align with RO and RC within 2 years

### 4.03 Annual Financial Statements

The Directors will approve the financial statements of the Corporation of the last fiscal year of the corporation but not more than 6 months prior to the Annual meeting. The approved financial statements will be presented before the members at every Annual Meeting. A copy of the Annual financial statements will be provided to any member requesting them not less than 21 days before the Annual Meeting

**Comment [TP31]:** Most of this is flexible but in some form must be in here.

#### **4.03 Books Records Signing Authority**

Contracts, agreements, deeds, leases, mortgages, charges conveyances transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates returns, documents reports, or any other instruments in writing to be executed by the corporation will be executed by at least one(1) of the officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

All books and records of the Corporation required by these By laws or the applicable law will be necessarily and properly kept.

#### **4.04 Auditors/Accountants**

At each annual meeting the members will appoint an auditor or accountant to audit Notice to reader the books, accounts and records of the Corporation. They will hold office until the next annual meeting. They will not be an employee or a director of the corporation and must be permitted to conduct an audit of the corporation under the Public Accounting Act, 2004, as amended.

**Comment [TP32]:** This should be there as a corporation not ONCA

#### **4.05 High Value Contracts**

All financial instruments and contracts with a value larger than \$ 5000 must be signed by two (2) officers or other individuals as designated by the Board that hold the signing authority of the corporation.

**Comment [TP33]:** Part of due diligence new

#### **4.06 Property**

The corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the board may determine.

#### **4.07 Borrowing**

Board may from time to time

A Borrow money on the credit of the corporation

B Issue reissue sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities ( secured or unsecured) of the corporation

C Give a guarantee on behalf of the corporation to secure performance of an obligation of any person

D Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation

#### **Section 5 – Board Members**

**All members of the board will be required to attend all meetings of the board and perform such duties as may from time to time be determined by the board. Executive Board Members President, VP Game, VP Facility and Treasurer Shall be responsible for the administration of and general direction of the corporation according the articles of the Constitution By laws, Standing rules and general policies of the Corporation.**

#### **5.01 Officers**

The board shall appoint from among the Directors a person to be president, treasurer and secretary at its first meeting following the Annual Meeting. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

**Comment [TP34]:** This would be a change, it seems to appear in all new bylaws including the recommended by laws of Gov. of On, and Rugby Ontario, but I do not see it as a part of the law, so need to determine if individual positions will be voted into place by membership or elected board members same comment as earlier about elections and who makes up the board.



#### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

#### **5.03 Duties**

Board members shall a.be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

B Act honestly and in good faith with a view to the best interests of the Corporation

c. Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

#### **5.04 Duties of the President**

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of Club Captain.**

The Club captain shall act as leader of the playing members of the corporation. In this role he will nominate the playing captains for all teams of the corporation. He should by example and demonstration lead the players in their conduct both on and off the field during matches. He should attend at meetings of the Executive and Board providing input on the needs and betterment of all the playing aspects of the Corporations functions. The VP Game shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

**Comment [TP35]:** Keep or add and at all times ?

#### **5.06 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.07 Duties of the Secretary**

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.08 Duties of the Vice President Facility**

The VP facility shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

**Comment [TP36]:** All these and the greater description will follow these documents when I have put directors comments together with mine , separate email. Only the duties will be in the by laws as such, but all descriptions will be in the Schedule.

## Section 6 - Protection of Directors and Others

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. Exercised their powers and discharged their duties in accordance with the Act.

## Section 7 - Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**Comment [TP37]:** ONCA

## Section 8 - Members

### 8.01 Members

Open to any person who expresses a desire to further the aims of Rugby Union Code and the spirit of the constitution of this corporation and upon the payment of an annual due to the club Rugby Ontario and Rugby Canada that places them in good standing with all three corporations.

Notwithstanding the above, membership may be denied to any persons, who in the act contrary to the good of the Corporation, the Union or the sport of Rugby by means of the following process:

1) With the exception of life members who will need to apply only once; annually, each returning member or prospective member will complete an application form, that will include a commitment to follow the club code of conduct and a confirmation that they are in good standing with the Corporation and all other rugby clubs.

**Comment [TP38]:** Follow on from John how do we deal with Life members and associate and social members and age of members when it comes to votes.

2) Applications will be reviewed by the registrar and club executive to determine eligibility for membership.

3) If the Registrar and or the Club Executive have reason to believe that a perspective new or returning member's behaviour or actions have been contrary to the club code of conduct or contrary to the good of the Corporation, the Union or the Sport of Rugby, the application of the returning or prospective new member will be subject to further review by the Executive.

4) If upon further review the Executive has sufficient reason to believe that a prospective new or returning member's behaviour or actions have been contrary to the club code of conduct or contrary to the good of the Corporation, the Union or the Sport of Rugby the prospective new or returning member will be asked to attend a meeting of the Membership Committee to support their application for membership. The Membership Committee will be comprised of the Executive and an adult **member** representing each of the club teams.

5) The meeting will offer the opportunity for the Membership Committee to discuss its concerns with the prospective new or returning member who will be given the opportunity to support application for membership.

6) At the conclusion of the meeting, the Membership Committee will conduct a vote to determine if membership of the prospective new or returning member will be rejected. A two thirds (2/3) majority vote of the Membership Committee will be required to reject the membership application. This vote may be taken as a secret/written ballot if 2/3 vote in favour

## 8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### 8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action against any member of the Corporation for actions contrary to the club Code of Conduct and or the laws and spirit of Rugby Union Football, or which are considered detrimental to the Corporation and the Union code.
2. The notice shall set out the reasons for the disciplinary action. The Member receiving the notice shall be entitled to give the Board a written submission appealing the disciplinary action not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a decision regarding disciplinary action. Disciplinary action will be progressive in nature, up to and including the termination of membership and expulsion from the Club. The process will be detailed in the Club Discipline policy and Rugby Ontario's Discipline policy will be used as a guide/reference.

**Comment [TP39]:** Big change from old by laws, driven by the club and by guidelines of RO and ONCA

## Section 9 - Members' Meetings

### 9.01 Annual Meeting

**Comment [TP40]:** No longer called AGM but AM

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; see section 2.01

**Comment [TP41]:** Grant applications to the gov are at this level or up one more an audit, this is expensive and to be avoided, however without this no gov support. Trillium requires an audit at 250+ and we are close, this may well be our situation in the next couple of years.

7. Such other or special business as may be set out in the notice of meeting.
8. Membership dues will be determined annually at the Annual Meeting

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### 9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

**Comment [TP42]:** new

### 9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

**Comment [TP43]:** ONCA

**Comment [TP44]:** Proxy bit one for ONCA has to be able to vote by proxy, now we have to discover the limits to proxy and member

### 9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**Comment [TP45]:** Tricky as this means we need 151 members and our chances of that are low, so lets set a quorum level, RO is 20% of entitled voters present.

### 9.05 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the Presidents absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### 9.06 Voting of Members

Members in good standing will have voting privileges the eligibility to vote will be eighteen years (16) or older. Resident of Ontario, and a full member in good standing.

**Comment [TP46]:** Latest reco, 8 01 2014

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. Member shall be entitled to one vote at any meeting; and may, by means of a proxy, to appoint a proxy holder to attend and vote on behalf of the member a Proxy must
  - a) Be signed by the member
  - b) Be assigned to another member
  - c) Comply with the form as stipulated by the Corporation
  - d) Be submitted to the secretary 2 days prior to the meeting of the members.

**Comment [TP47]:** Well can we do this?

The total number of proxy votes a member is permitted to hold is up to a maximum of 10.

2. Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
3. An abstention shall not be considered a vote cast;
4. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote

**Comment [TP48]:** This is an exception if we move to non casting vote for normal business. If we don't let this be casting vote here then we could be doing this all night until there is no one left, so to speed it up lets cut it off at the first round of tie.

6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7. A written resolution in writing signed by all the members is as valid as if it had been passed at a meeting of the members.

**Comment [TP49]:** Rugby Ontario

8. Except on demand by at least ten members for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of directors will be held by means of a show of hands

**Comment [TP50]:** Same as membership committee

### 9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days of more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### 9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

**Comment [TP51]:** new

## Section 10 - Notices

### 10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address 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.

Comment [TP52]: new

### 10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Comment [TP53]: new

### 10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## Section 11 - Adoption and Amendment of By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Comment [TP54]: recommended solution to the Act, RO and how we do it now which is a 2 year process.

Enacted [*insert date, except where Corporation is deemed to have passed this by-law under Section 18(1) of the Act.*].

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary



**NOT FINAL VERSION AS DOES NOT PERTAIN TO RUGBY OR LRFC, WE WILL CREATE OUR OWN SCHEDULE, JUST GOT IT HERE TO KNOW THAT THIS NEEDS TO BE ADDRESSED AND IS IN THE PROCESS OF HAPPENING, OURS WILL BE AVAILABLE FOR CONSIDERATION 7 DAYS, AND THEN PUBLISHED.**

## **Schedule A**

### **Position Description of the President**

#### **Role Statement**

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

#### **Responsibilities**

**Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation.** Serve as the Board's primary contact with the public.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

**Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board.

**Committee Membership.** Serve as member on all Board committees.

## **Schedule B**

### **Position Description of the Treasurer**

#### **Role Statement**

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

**Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship.** Serve as a mentor to other Directors.

**Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule C**

### **Position Description of the Secretary**

#### **Role Statement**

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

#### **Responsibilities**

**Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings.** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.