



CANADIAN RUGBY UNION

BY-LAWS

APRIL 12, 2022

TABLE OF CONTENTS

1	DEFINITIONS	1
1.1	Definitions.....	1
1.2	Interpretation.....	3
2	MEMBERSHIP.....	3
2.1	Entitlement.....	3
2.2	Rights of Members.....	4
2.3	Resignation of Members	4
2.4	Suspension of Members	4
2.5	Termination of Members	4
2.6	Member Dues.....	4
3	MEMBER MEETINGS	4
3.1	Notice.....	4
3.2	Annual Meeting	5
3.3	Attendance at Annual Meetings.....	5
3.4	Business to be transacted at an Annual Meeting	5
3.5	Special Meeting	6
3.6	Quorum	6
3.7	Voting at Meetings.....	6
3.8	Voting	6
3.9	Voting by Ballot.....	7
3.10	Record of Minutes of Members	7
3.11	Rules of Procedure.....	7
3.12	Error or Omission in Giving Notice.....	7
4	BOARD OF DIRECTORS.....	7
4.1	Composition.....	7
4.2	Past Chair	7
4.3	Qualification of Directors	7
4.4	Term of Office	7
4.5	Eligibility for Nomination.....	8
4.6	Election of Directors	8
4.7	Election of Athlete-Nominated Directors	8
4.8	Nominations of Directors.....	8
4.9	Remuneration and Expenses	8
4.10	Vacancies	8
4.11	Filling Vacancies	9
5	BOARD MEETINGS.....	9
5.1	Notice.....	9
5.2	Attendance at Board Meetings.....	10
5.3	Meetings by Telephone Participation	10
5.4	Resolutions Without Meeting	10
5.5	Quorum	10

5.6	Voting	10
5.7	Record of Directors' Minutes	11
5.8	In Camera Business.....	11
5.9	Conduct of In-Camera Business	11
5.10	Procedure	11
5.11	Error or Omission in Giving Notice.....	11
6	POWERS OF DIRECTORS.....	11
6.1	Board of Directors.....	11
6.2	Suspension and Expulsion from Union.....	11
7	OFFICERS	12
7.1	Officers	12
7.2	Term of Office	12
7.3	Remuneration and Expenses	12
7.4	Duties of the Chair	12
7.5	Duties of the Vice Chair	12
7.6	Duties of the Secretary	12
7.7	Duties of the Treasurer.....	13
7.8	Removal from Office	13
8	STANDING COMMITTEES OF THE UNION	13
8.1	Committees	13
8.2	Removal of Committee Members	14
9	REPRESENTATIVES TO OTHER GOVERNING BODIES.....	14
9.1	Representatives	14
10	HONORARY LIFE PATRONSHIP	14
10.1	Honorary Life Patronship	14
11	SIGNATURE AND CERTIFICATION OF DOCUMENTS.....	14
11.1	Authorization to Sign Documents.....	14
12	BY-LAWS.....	14
12.1	By-laws	14
13	PUBLIC ACCOUNTANT.....	14
13.1	Public Accountant.....	14
14	GENERAL.....	15
14.1	Fiscal Year	15
14.2	Indemnities to Directors and Others.	15
14.3	Notices	16

**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) “**Athlete-Nominated Director**” means a person nominated for election as a Director in accordance with Section 4.7;
- (e) “**Board**” means the board of directors of the Union;
- (f) “**Board Meeting**” means a meeting of the Board;
- (g) “**Board Policy Manual**” means the manual of policies approved by the Board, as amended from time to time;
- (h) “**By-laws**” means any by-law of the Union from time to time in force and effect;
- (i) “**Chair**” at any time means the Director then appointed to this office in accordance with Section 7.1(a);
- (j) “**Director**” means an individual who is a director of the Union;
- (k) “**Fiscal Year**” has the meaning ascribed thereto in Section 14.1 hereof;
- (l) “**Incapable**” in respect of a person means that the person has been certified incapable of managing their financial affairs by two duly qualified physicians, at least one of whom specialises in the condition that is a cause of the incapacity;
- (m) “**Member**” means a member of the Union determined in accordance with Section 2.1 hereof;
- (n) “**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

Member Dues, and (ii) continues to be engaged in the administration and support of the sport of rugby within its respective province or territory;

- (o) “**Member Meeting**” means an Annual Meeting or Special Meeting;
- (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) “**Officer**” means each individual appointed pursuant to Section 7.1 hereof;
- (r) “**Ordinary Resolution**” means a resolution of the Members passed by a majority of the votes cast on that resolution;
- (s) “**Participants**” means any person required by the Union to be registered annually with the Union as a condition of their involvement in the sport of rugby in Canada;
- (t) “**Past Chair**” means an individual who completes a term after being elected Chair who will hold this title during the period starting on the date that they ceased to be Chair and ending upon the next Annual Meeting thereafter;
- (u) “**Players Association**” means the Canadian Rugby Players Association;
- (v) “**Provincial Rugby Unions**” means, collectively, the Alberta Rugby Union, the British Columbia Rugby Union, the Manitoba Rugby Union, the New Brunswick Rugby Union, Newfoundland Rugby Union, the Nova Scotia Rugby Football Union (Rugby Nova Scotia), The Ontario Rugger Union, the Prince Edward Island Rugby Union, Fédération de Rugby du Québec (Rugby Québec), the Saskatchewan Rugby Union and “Provincial Rugby Union” means any one of them; provided that any of the foregoing entities shall cease to be a Provincial Rugby Union if it ceases to be a Member pursuant to the terms hereof;
- (w) “**Registered Participant**” means a Participant who has registered with the Union and has paid the requisite Registration Fee in accordance with methods of payment and timelines prescribed by the Union;
- (x) “**Registration Fee**” means any fee (whether one-time, annual or otherwise) payable, directly or indirectly, by a Participant or Registered Participant to the Union;
- (y) “**Secretary**” at any time means the Director then appointed to this office in accordance with Section 7.1(d);
- (z) “**Special Meeting**” means a meeting of the Members other than an Annual Meeting;

- (aa) “**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;
- (bb) “**Treasurer**” at any time means the Director then appointed to this office in accordance with Section 7.1(c);
- (cc) “**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;
- (dd) “**Vice-Chair**” at any time means the Director then appointed to this office in accordance with Section 7.1(b);
- (ee) “**Voting Delegate**” means the delegate authorized to vote on behalf of a Member at a Member Meeting and who has been identified as such by the Member in accordance with Section 2.2 hereof; and
- (ff) **World Rugby**” means World Rugby or any successor international organization that governs the sport of rugby internationally.

1.2 Interpretation. The By-laws 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; 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 may resolve to admit a New Union as a Member, the New Union shall:

- (i) have received the approval of the Members by an Ordinary Resolution;
- (ii) be established as a corporation or other legal entity to the satisfaction of the Board;
- (iii) have satisfied 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. Except as otherwise provided in the By-laws, 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 a Voting Delegate; provided that such Member has provided written notice to the Chair or Secretary, at or before the commencement of the meeting, of the identities of such delegates. The delegates shall be entitled to participate at Member Meetings, but only Voting Delegates may vote. An individual shall not be a Voting Delegate for more than one Member.

2.3 Resignation of Members. Any Member may resign from 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 Member Dues. Members shall not be charged dues by the Union, except as provided separately under a Member engagement agreement between the Members and the Union.

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 14.3 to each Member and Director and the public

accountant shall receive notice for each Annual Meeting; 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. Each Annual Meeting shall be held not later than fifteen (15) months after the previous Annual Meeting and not later than six (6) months after the end of the preceding Fiscal Year, at such time, place (within Canada) and date as the Board may determine.
- 3.3 Attendance at Annual Meetings. Each of the following shall be entitled to receive notice of and attend each Annual Meeting:
- (a) each Member, who may designate up to three delegates, including its Voting Delegate;
 - (b) each Director;
 - (c) the Past Chair, if any; and
 - (d) each individual currently appointed by the Board in accordance with Section 9 as a representative in respect of World Rugby, the Canadian Olympic Committee and Rugby Americas North.
- 3.4 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 of the previous Annual Meeting shall be presented and, if deemed acceptable, approved;
 - (b) The financial statements of the Union in respect of the most recently completed Fiscal Year, and the report of the public accountant thereon pursuant to the Act, shall be presented;
 - (c) The public accountant shall be appointed for the next Fiscal Year 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
 - (d) Directors shall be elected as required to comply with these By-laws.

- 3.5 Special Meeting. Subject to 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 that collectively are entitled to cast not less than five (5%) percent of the votes pursuant to Section 3.7, which requisition must state the business to be transacted at such meeting.
- 3.6 Quorum. A quorum for the transaction of business at any Member Meeting shall consist of a majority of the Voting Delegates representing Members who collectively hold not less than a majority of the votes eligible to be cast pursuant to Section 3.7.
- 3.7 Voting at Meetings. At a Member Meeting, each Voting Delegate shall be entitled to cast votes on behalf of their respective Member as follows:
- (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 shall 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, shall be noted.

- 3.8 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 request for a 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 requests a ballot and such request is received by the chair of the meeting, and such request is not withdrawn prior to the casting of the first ballot, the question shall be decided by ballot.
- 3.9 Voting by Ballot. Voting by ballot shall be conducted in such manner as the chair of the meeting shall direct that does not identify the vote of a person casting a ballot and the results of such vote by ballot shall be deemed the decision of the Members in the meeting upon the matter in question.
- 3.10 Record of Minutes of Members. Minutes of Member Meetings shall be taken 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.
- 3.11 Rules of Procedure. Should the procedure undertaken at a Member Meeting be disputed by a Voting Delegate, the chair of such meeting may, if they deem appropriate, take direction from the most current version of *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.
- 3.12 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 nine (9) and no more than eleven (11) Directors, including the two Athlete-Nominated Directors(collectively referred to as the "Directors").
 - (b) The number of Directors of one gender shall not exceed the number of Directors of all other genders by more than two.
- 4.2 Past Chair. The Past Chair, if any, shall receive notice of and shall be entitled to attend and participate in all Board Meetings. in an advisory capacity but shall not vote.
- 4.3 Qualification of Directors. Every Director shall be an individual who: (i) is at least eighteen (18) years of age, (ii) is not Incapable, (iii) does not have the status of a bankrupt, and (iv) is a citizen or permanent resident of Canada.
- 4.4 Term of Office. Except for the purposes of transition to elect similar number of directors during each year of the term as recommended by the Governance Committee or for the purposes of filling a vacancy, 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 their previous term as a Director. For the purposes of this Section 4.4, if a Director is elected for a term of two years or more, that period shall be considered a full term; if a Director is elected for a term of less than two years, that period shall not be considered a full term.

4.5 Eligibility for Nomination. No person shall be nominated for election as a Director at any time unless they have the qualities and characteristics most recently prescribed by the Governance Committee and:

(a) have:

(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:

that the Governance Committee has from time to time determined to be desirable for election to the Board; or

(b) if an Athlete-Nominated Director, satisfies the eligibility criteria prescribed from time to time by the Governance Committee, and has been nominated by the Players Association.

4.6 Election of Directors. Not less than 45 days prior to each Annual Meeting, the Nominations Committee shall nominate candidates for election to fill any vacancies that will exist on the Board as of the Annual Meeting in respect of Directors other than those elected in accordance with Section 4.7, and the Board shall circulate such nominations to the Members with the notice of the Annual Meeting. At the Annual Meeting, the Members shall elect at least as many of those nominees as may be required so that the composition of the Board complies with Section 4.1.

4.7 Election of Athlete-Nominated Directors. Not less than 45 days prior to each Annual Meeting at which an Athlete-Nominated Director is to be elected, the Players Association shall nominate a candidate to fill each vacancy that will exist on the Board as of the Annual Meeting in respect of Directors previously elected in accordance with this Section 4.7 and each such candidate shall be elected as a Director by the Members at the Annual Meeting.

4.8 Nominations of Directors. Nominations for the election of Directors shall 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 dies, becomes Incapable or ceases to meet the qualifications of Section 4.3, in which case the Director shall be deemed to have resigned;
- (b) if the Director by notice in writing to the Union resigns their 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, including pursuant to Section 6.2;

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 Director by the Members in accordance with Section 4.10(c), it may be filled upon an Ordinary Resolution passed at the same Special Meeting.
- (b) Subject to Section 4.11(b), the Board may appoint a person to fill any vacancy that occurs on the Board, other than (i) as provided in the Act; (ii) as a result of removal pursuant to Section 4.11(c); or (iii) the expiry of a Director's term at an Annual Meeting. The Board may fill the vacancy for the remainder of the term of the Director who resignation or deemed resignation created the vacancy or until the next Annual Meeting.
- (c) In the event of a vacancy occurring in respect of an Athlete-Nominated Director during their term, the Player Association shall nominate an individual to fill such vacancy, and the Board shall appoint the nominee as a Director as soon as is reasonably practicable thereafter.
- (d) Otherwise any vacancy on the Board shall be filled at the next Annual Meeting in accordance with these Bylaws.

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. When directed or authorized by the Chair or any two (2) Directors, the Secretary shall provide written notice of the Board Meeting to the Directors and Past Chair, if any, not less than ten (10) days prior to the date of the Board Meeting (exclusive of the day on which the notice is delivered or sent but inclusive of the day of the Board Meeting); 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 Attendance at Board Meetings. Each of the following shall be entitled to receive notice of and attend each Board Meeting:

- (a) each Director;
- (b) the Past Chair, if any.

The Chair may invite:

- (a) the chief executive officer of the Union and such other members of the management staff as the chief executive officer may recommend;
- (b) any of the representatives appointed in accordance with Section 9;
- (c) members of any committees of the Board who are not Directors;
- (d) the chair of the Canadian Rugby Players Association;
- (e) a representative of the auditors of the Union to attend such meetings or sessions thereof as the Chair in the Chair's discretion may decide, ; or
- (f) other persons who may contribute to the meeting business.

Invited persons are not entitled to receive copies of the materials provided to the Directors in respect of the meeting nor any minutes thereof.

5.3 Meetings by Telephone Participation. The Chair may permit a Director to participate in a Board Meeting, or in a committee of the Board, 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.

5.4 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 the Board, is as valid as if it had been passed at a Board Meeting or meeting of a committee of the Board. Resolutions may be delivered and signed by Directors in counterpart and receipt by the Secretary of an e-mail transitions of the resolution and the signature of a Director, including digital, shall constitute a signed resolution of the Director. A copy of every resolution referred in this Section shall be kept with the minutes of Board Meetings.

5.5 Quorum. A majority of the Directors then in office shall form a quorum for the transaction of business at a Board Meeting.

5.6 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 entitled to vote in respect of such matter.

- 5.7 Record of Directors' Minutes. Board Meetings shall be kept and minutes thereof shall be presented for approval at a subsequent Board Meeting. If in camera business is conducted at any meeting in accordance with Section 5.8, that fact, together with a description of the general nature of such business, shall be recorded in the minutes.
- 5.8 In Camera Business. The Board, upon resolution, may consider any business in camera dealing with:
- (a) the discipline, suspension or termination of any Director, officer or Member;
 - (b) the employment, performance and termination of the chief executive officer;
 - (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.
- 5.9 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. The Directors shall be permitted access to such minutes.
- 5.10 Procedure. Should the procedure undertaken at a Board Meeting be disputed by a Director, the chair of such meeting may, if they deem appropriate, take direction from the most recent version of *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.
- 5.11 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 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.
- 6.2 Suspension and Expulsion from Union. The Board, upon its own initiative or upon the substantiated charge of any Member, may suspend 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 shall not vote. Any Director may be removed in accordance with the Act, including a suspended Director at the next Meeting of Members.

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 Officers, including the following :

- (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.

- (a) The Chair shall be appointed for a term of two years and may be re-appointed twice, each for a one-year term provided they remain a Director.
- (b) The remaining Officers shall be appointed -until the conclusion of the next Annual Meeting and may be re-appointed for as long as they are a Director.

7.3 Remuneration and Expenses. The 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 all committees of the Board. The Chair may use the title "President" in substitution for, or in addition to, the title "Chair", where appropriate.

7.5 Duties of the Vice Chair. If the Chair is absent or is unable or refuses to preside at any Member Meeting or Board Meeting, the Vice Chair shall, when present, so preside.

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 maintenance of the register of members; and
- (g) such other duties and responsibilities as directed by the Board or specified in these Bylaws from time to time.

7.7 Duties of the Treasurer. The Treasurer shall be responsible for, but may delegate to the chief executive officer or other senior management employee 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. Any Officer may be removed 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.

8 Standing Committees of the Union

8.1 Committees. The Board shall establish and maintain the following committees, the composition of which shall be as follows:

- (a) Nominations Committee, comprising the Chair, the chair of the Governance Committee and one individual appointed by each Member in Good Standing;
- (b) Audit and Finance Committee, comprising the Treasurer plus at least two additional Directors and such other members as its terms of reference provide;
- (c) Governance Committee, comprising at least two Directors and such other members as its terms of reference provide;
- (d) Human Resources Committee, comprising at least two Directors and such other members as its terms of reference provide;
- (e) Ethics and Integrity Committee, comprising at least one but not more than two Directors, and such other members as its terms of reference provide;
- (f) Executive Committee, comprising the Officers;

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. A Committee member may be removed by resolution of the Board.

9 Representatives to Other Governing Bodies.

- 9.1 Representatives. At a Board Meeting to be held as soon as is reasonably practicable following the Annual Meeting each year, the Board shall 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.

10 Honorary Life Patronship

- 10.1 Honorary Life Patronship. The Union may recognize an individual's distinguished contribution to the sport of rugby in accordance with policies approved by the Board from time to time.

11 Signature and Certification of Documents

- 11.1 Authorization to Sign Documents. Other than documents relating to banking (including signing authority), all 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 bank instruments (including cheques or other transfer of funds), any contracts, documents or other instruments, in writing generally or to sign specific contracts, documents or instruments in writing.

12 By-laws

- 12.1 By-laws. By-laws shall be made, amended and repealed only in accordance with the Act.

13 Public Accountant

- 13.1 Public Accountant. The Members shall at each Annual Meeting appoint a public accountant, who meets the requirements 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.

14 General

14.1 Fiscal Year. The fiscal year of the Union shall be determined by the Board from time to time.

14.2 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 they do 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).

- 14.3 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 electronic mail to that person at the most recent address contained 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.