

## **NOVA SCOTIA RUGBY FOOTBALL UNION - OBJECTS**

The objects of the Nova Scotia Rugby Union are:

- a) To promote, control, encourage and develop the sport of Rugby Union Football throughout Nova Scotia.
- b) To arrange interprovincial and other Rugby matches with clubs and representative teams from outside its jurisdiction in addition to scheduled league fixtures.
- c) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real, and personal property and to use and apply such property to the realization of the objects of Rugby NS
- d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary. Any surplus or any accretions of Rugby NS shall be used solely for the purposes of Rugby NS and the promotion of its objectives

# NOVA SCOTIA RUGBY FOOTBALL UNION

## BY-LAWS

### **ARTICLE I                    GENERAL**

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Nova Scotia Rugby Football Union (also known as Rugby NS).

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *Nova Scotia Societies Act* as amended from time to time and any legislation that may be substituted therefore.
- b) *Athlete* – any individual who plays rugby in the Province of Nova Scotia including those currently participating on a provincial team or competing at the national or international level or an individual who is retired and was a member of a provincial team or competed at the national or international level, not more than eight years previously, in the sport of rugby.
- c) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act.
- d) *Board* – the Board of Directors of the Society.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- j) *Registered Participant* - an individual that has fulfilled the requirements in these By-Laws and of registration as required by the Society and has paid any associated registration fees to the Society.
- k) *Society* – the Nova Scotia Rugby Football Union.
- l) *Special Resolution* – a resolution passed by no less than three-fourths of the votes cast at a meeting of the Members and filed with the Registry of Joint Stock Companies appointed under the *Companies Act* of Nova Scotia within fourteen (14) days after the

resolution is passed and authenticated by a Director, the Secretary or other authorized officer of the Society.

1.3 Head Office – The registered office of the Society will be located within the Province of Nova Scotia.

1.4 Corporate Seal - The Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II                      MEMBERSHIP**

2.1     Categories – The Society has the following categories of Members:

- a) Member Club – Those associations, organizations and societies that actively operate, support and participate rugby union football in on-field rugby activities organized by the Society and that have been admitted as a Member Club pursuant to these bylaws and subject to Board approval according to the Membership Policy, as established and amended from time to time
- b) Associate Member Club – Those associations, organizations and corporations that support the purposes and goals of the Society that do not participate in on-field rugby activities organized by the Society and that have been admitted as Associate Members pursuant to these bylaws and subject to Board approval according to the Membership Policy, as established and amended from time to time.

2.2     Registration – Each category of Member must:

- a) Register with the Society and agree to abide by the Society's By-laws, policies, procedures, rules and regulations; and,
- b) Be registered as a society under the Act, except for Associate Members, which are not required to be formally incorporated entities, at the discretion of the Board. and to adhere to the Membership Policy.

### **Admission and Renewal of Members**

2.3     Admission and Renewal of Members– Any candidate will be admitted or renewed as a Member if:

- a) The candidate makes an application for membership in a manner prescribed by the Society;
- b) The candidate was previously a Member, the candidate was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate has paid fees as prescribed by the Board;
- d) The candidate agrees to uphold and comply with the Society's governing documents;
- e) The candidate meets any other condition of membership determined by the Board under these Bylaws or applicable policies;
- f) The candidate has met the applicable definition listed in Section 2.1; and
- g) The candidate has been approved by the Board;

### **Membership Fees and Duration**

2.4 Duration – Unless otherwise determined by the Board, membership with the Society begins on the date the Board (or designate) accepts the candidate Member’s registration and ends on a date determined by the Board (or designate) common to all Members or when the Member resigns or is terminated from membership.

2.5 Fees – Membership fees will be determined by the Board.

2.6 Registered Participant Lists – Each year a list of all Registered Participants and Directors and Officers, will be kept on file through the National Database. The list of Registered Participants will include the name, address, date of birth, phone number, email address and any other pertinent information of each Participant. Member Clubs must provide updates upon request. Total number of Registered Participants will be counted at the end of each fiscal year.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

### **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Society is non-transferable.

2.9 Suspension – A Member may be suspended from all activities, pending the outcome of a discipline hearing in accordance with the Society’s policies and procedures related to discipline, or by Special Resolution of the Board at a meeting of the Board, provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to be involved in any form of sanctioned rugby or related activities , and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) The Member fails to pay dues by the deadline specified;
- e) Dissolution of the Society;
- f) A decision made by the Board (or designate) in accordance with these By-laws;
- g) The Member’s dissolution; or

- h) By Special Resolution of the Members at a duly called meeting, as further described under Article 2.14.

2.12 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society pursuant to the By-Laws or applicable policies.

2.13 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.14 Discipline – Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission regarding the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **Good Standing**

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Society;
- c) Has complied with the By-laws, policies, and rules of the Society;
- d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Member Clubs in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Member Clubs (when the Member Club has voting rights);
- b) To vote on the election of Directors, the appointment of the auditor (when applicable) and any other matter required by the Act or these By-laws or as directed by the Board
- c) To amend the By-laws;
- d) To participate in the Society's activities; and

- e) To participate in other events associated with the Society.

2.17 Cease to be in Good Standing – Member Clubs that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members Clubs or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member Club has met the definition of good standing. Associate Member Clubs that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Associate Member has met the definition of good standing.

### **ARTICLE III REGISTERED PARTICIPANTS**

3.1 Registered Participants – Those individuals who are engaged in sanctioned rugby activities at the community, provincial, national, or international level that are sanctioned or otherwise recognized by the Society or its Members, provided that all such individuals are duly registered.

3.2 Registered Participants - Registered Participants include:

- (a) Athletes;
- (b) Coaches
- (c) Officials
- (d) Management
- (e) Directors or Officers of the Society;
- (f) Members of the Society's Committees;
- (g) Directors or officers of a Member;
- (h) Individuals of committees of a Member; or
- (i) Other individuals including volunteers who are granted status as Registered Participants by the Society

3.3 Program Fee – Registered Participants may pay a program fee for services rendered by the Society or its Members but are not Members of the Society.

3.4 Voting Rights – Registered Participants are not Members and do not have voting rights.

3.5 Registration and Fees – The Society will maintain a policy, as amended from time to time, that will determine the requirements of individuals seeking to be a Registered Participant, including definitions, scope and application, provisions, and fee structure in the Society's *Registered Participant Policy*. Registered Participant fees must be reported and paid before the end of the Society's fiscal year end each year.

**3.6 Suspension and Expulsion** – A Registered Participant may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Registered Participant. Notwithstanding the requirements of the above sentence, the Board shall have authority to suspend or expel any Registered Participant from the Society for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society



## **ARTICLE IV**                      **MEETINGS OF MEMBERS**

4.1     Annual Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Nova Scotia. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Society's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements and auditor's report (if any).

4.2     Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of at least three Members representing a total of at least ten percent (10%) or more of the eligible votes for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.3     Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.4     Notice – Notice of meetings of Members will specify the date, place, and time of the meeting and will specify the nature of the business of the meeting (in the form of an agenda and reasonable information to permit Members to make informed decisions). Notice will be posted on the Society's website and distributed by electronic mail (and traditional mail to Members who do not have an email address) at least thirty (30) days prior to the date of the meeting. The non-receipt of notice by any Member shall not invalidate the proceedings of the meeting.

4.5     Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

4.6     Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Consideration of the financial statements;

- d) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- e) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
- f) Election of Directors; and
- g) Such other business or special business as may be set out in the notice of meeting.

4.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member Club’s proposal, has been submitted to the Board ten (10) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

4.8 Quorum – 50% of Member Clubs representing at least 40% of eligible votes will constitute a quorum. 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.

4.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

4.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members, and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. 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.

4.11 Attendance – The only persons entitled to attend a meeting of the Members are Delegates representing the Member Clubs, representatives of the Associate Members, the Directors and Officers, staff of the Society, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

4.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

## Voting at Meetings of Members

4.13 Voting Rights – Member Clubs in good standing at the time of the meeting of the Members at which a vote is to be taken may appoint Delegates to have the voting rights at all meetings of the Members. The allocation of votes to Members is as follows:

- **Allocation by Membership** - Each Member Club shall have an equal share of the half of the total available votes. These votes will be allocated to each Member Club by dividing 50 by the total number of Member Clubs in good standing (Vote Allocation is  $50/x$ , where  $x$  = number of Member Clubs).
- **Allocation by Proportion of Registered Participants** - The additional allocation of votes assigned to each Member Club will be based on the proportional number of Registered Participants registered with the Member Club and reported to the Society by the registration date established by the Board, relative to the total number of Registered Participants registered with the Society. The only Registered Participants that will count towards the vote allocation are those registered under the category of Athlete. If there are Athletes who have dual registration with two Member Club, their registration will count as half for each Member Club.

Registered Participants must be registered with the Society by the end of the fiscal year. Individuals who register with the Society directly are not counted as Registered Participants for the purposes of the above vote allocation.

Associate Members do not have the right to vote.

4.14 Voting Powers – Each voting Member votes on every issue.

4.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members and how many votes each Member carries. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

4.16 Delegates – Member Clubs will appoint in writing (including electronic notice) to the Society, seven (7) days prior to the Meeting of Members, the name of the Delegate(s) to represent the Member Club; to a maximum of 3 Delegates. Delegates must be at least 19 years of age, of sound mind, and be acting as the Member Club's representative. A Delegate may carry one or multiple votes of the Member Club, at the Member's discretion. When a Delegate carries multiple votes of a Member Club, the votes must be cast as a block.

4.17 Proxy Voting – Proxy voting is not permitted.

4.18 Voting by Mail or Electronic Means – A Member Club may vote by mail, or by telephonic or electronic means if:

- a) The Society has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member Club entitled to vote; and
- c) The Society is not able to identify how each Member Club voted.

4.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

4.20 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE V                      GOVERNANCE**

### **Composition of the Board**

5.1     Directors – The Board will consist of the following Directors:

- a) President
- b) Director of Finance
- c) Seven Directors at Large

5.2     Board Observers – The Past President of the Society and the President of the Nova Scotia Referee Society may be invited to serve as Board Observers and attend meetings of the Board in a non-voting capacity provided the individuals are interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors. The Board may appoint other Board Observers – such as Youth Advisors – at its discretion.

5.3     Past President – The immediate Past President of the Society (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

### **Eligibility of Directors**

5.4     Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be nineteen (19) years of age or older;
- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country;
- d) Not have the status of bankrupt;
- e) Not owe any fiduciary obligations to a Member or rugby organization at the national, provincial/territorial or community level, receive no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial or personal nature. Participating in the sport of rugby through a Member does not alone disqualify a Director; and,
- f) Be a resident of Nova Scotia as defined in the Income Tax Act, as amended

5.5     Senior Staff Restriction – No individual currently serving as an employee or contractor of the Society may be a Director.

5.6     Candidates for the Board do not have to be Registered Participants - Individuals do not have to be Registered Participants to be eligible to stand for election as a Director. However, if elected, the individual is deemed to be a Registered Participant for the duration of their term.

## **Election of Directors**

5.7 Nominations Committee – The Board will establish a Nominations Committee composed of Directors, Athletes, and other community members to oversee the solicitation and receipt of nominations for the election of Directors. The Nominations Committee will also be responsible for vetting potential candidates, evaluating a candidate's skills and expertise, and making recommendations to the membership about elections. The Nominations Committee will have an odd number of members with the objective that the Nominations Committee is respected, credible, and representative. The Nominations Committee will have responsibilities and authority at the discretion of the Board. The Nominations Committee must not include any Director standing for election and must include appropriate representation from the Board, Athletes, and other stakeholders. The Nominations Committee will accept nominations from Member Clubs that comply with the Nomination Policy requirements set out by the Nominations Committee.

5.8 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Society ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

5.9 Athlete Representation – When there is not athlete representation on the Board, or at the Nominations Committee's discretion, the Nominations Committee will recruit at least one (1) candidate who is considered an Athlete as defined in these By-Laws to be nominated for election to the Board.

5.10 Circulation of Nominations – Valid nominations will be circulated to Member Clubs at the Annual Meeting prior to the elections.

5.11 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

5.12 Election – Directors will be elected at each Annual Meeting as follows:

- a) Election –
  - a. The President and four (4) Directors will be elected in odd years
  - b. The Director of Finance and three (3) Directors will be elected in even years

5.13 Elections – Elections for the Director at Large positions will be decided by Ordinary Resolution of the Member Clubs in accordance with the following:

- a) Equal Number of Valid Nominations and Vacancies – Winners elected by Ordinary Resolution.
- b) Nominations in excess of vacant Director at Large Positions – The nominee(s) receiving the greatest number of votes will be elected. 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. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

5.14 Elections – Elections for the President and Director of Finance position will be decided by Ordinary Resolution of the Member Clubs in accordance with the following:

- c) One Valid Nomination – Winner elected by Ordinary Resolution.
- d) Two or more nominees – The nominee(s) receiving the greatest number of votes will be elected. 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. If there continues to be a tie and there remains more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until a winner is declared.

5.15 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

5.16 Terms – Directors – including the President and Director of Finance - will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

5.17 Maximum Terms - Directors will serve up to a maximum of six (6) consecutive years. Any person who has served as a Director for six (6) consecutive years (excluding any partial term) may not stand for election as a Director until a two-year period has elapsed since such person last served as a Director

5.18 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

## **Resignation and Removal of Directors**

5.19 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director

who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.20 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found by a court to be incapable;
- c) The Director becomes bankrupt; or
- d) The Director dies.

5.21 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

5.22 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

### **Meetings of the Board**

5.23 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

5.24 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

5.25 Notice – Written notice of meetings of the Board will specify the date, time, and place of the meeting and will be given to all Directors via email or telephone at least seven (7) days prior to the scheduled meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice. No notice of a meeting of the Board held at the close of the Annual Meeting of the Members is required if that meeting of the Board is held for the purpose of electing Officers. The non-receipt of notice by any Director shall not invalidate the proceedings of the meeting.

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

5.27 Quorum – At any meeting of the Board, quorum will be a majority of Directors.



5.28 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

5.29 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

5.30 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

5.31 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. Board Observers and staff of the Society have a standing invitation to attend meetings of the Board in a non-voting capacity but may be asked to leave any meeting, or part of a meeting, at the discretion of the Board.

5.32 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

### **Duties of Directors**

5.33 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Powers of the Board**

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

5.35 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- h) Invest funds for the purpose of furthering the objects and purposes of the Society;
- i) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
- j) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Society.

## **ARTICLE VI            OFFICERS**

6.1    Composition – The Officers will be the President, Vice President, Director of Finance, and Executive Director.

6.2    Executive Director – The Executive Director is a staff position, not a Director, and not subject to the terms, election provisions or removal provisions described in these By-laws.

6.3    Term – With the exception of the President and Director of Finance, the term of the Officers will be one (1) year or until they or their successors are elected or appointed.

6.4    Election – With the exception of the President and Director of Finance, the Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect the Vice President and appoint any other Officer. They shall take office immediately.

6.5    Voting – Eligible Directors may nominate themselves for the Vice President position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

6.6    Duties – The duties of Officers are as follows:

- a) The President shall preside as chairperson over all meetings of the Members and meetings of the Board. The President will also attend to those matters requiring the attention of the chief spokesperson of the Society, will oversee the general management of the Society and will have such other powers and duties as may from time to time be delegated to the President by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Director of Finance will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will have the responsibility for the custody of the financial books and records of the Society,

will chair the Finance Committee and will perform such other duties as may from time to time be established by the Board.

- d) The Executive Director shall have the powers and duties as described in their job description, or as designated by the Board from time to time.

6.7 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

6.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions by Ordinary Resolution. Other Officers need not be Directors and will not be members of the Board.

## **ARTICLE VII**                **COMMITTEES**

### **Committees**

7.1    Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2    Standing Committees – The Board will establish a Governance and Ethics Committee and an Audit and Finance Committee, Competitions Committee, High Performance Committee, Referee Committee and Nominations Committee.

7.3    Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.4    President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

7.5    Debts – No committee will have the authority to incur debts in the name of the Society.

## **ARTICLE VIII**                **FINANCE AND MANAGEMENT**

8.1    Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be January 1<sup>st</sup> to December 31<sup>st</sup>.

8.2    Bank – The banking business of the Society will be conducted at such financial institution as the Board may designate.

8.3    Auditors – At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Society. The Auditor will hold office until the next Annual Meeting unless removed by an Ordinary Resolution. The Auditor will not be an employee or a Director of the Society.

8.4    Books and Records – The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept. The Members may inspect the annual financial statements, minutes from meetings of the Members or of the Board at the head office of the Society with one week's notice during normal business hours. All other books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the Annual Meeting at the head office of the Society during normal business hours. The Board may, at its discretion, publish summaries of Board meetings on its website at the Board deems appropriate.

8.5    Signing Authority – All written agreements and financial transactions entered in the name of the Society will be signed by two (2) Officers or other persons as authorized by the Board of Directors.

8.6 Contracts – Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: President, Director of Finance, senior staff person (when employed), or other person authorized by the Board of Directors.

8.7 Property - The Society 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.

8.8 Borrowing - The Society may borrow funds upon such terms and conditions as the Board may determine.

8.9 Disbursement of Funds – No Member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.

8.10 Intellectual Property – No person, entity or organization may use the name of any intellectual property of the Society without the prior written authorization of the Board of Directors.

### **Remuneration**

8.11 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration, except the Executive Director (unless approved at a meeting of the Members) excluding reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

8.12 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE IX                    AMENDMENT OF BY-LAWS**

9.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Bylaws amendments become effective when they are approved by the Registry of Joint Stock Companies.

## **ARTICLE X                  NOTICE**

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

## **ARTICLE XI                  INDEMNIFICATION**

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

## **ARTICLE XII**            **ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on January 23, 2025.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.