

**MARKHAM IRISH CANADIAN RUGBY CLUB INC
BY-LAWS**

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Markham Irish Canadian Rugby Club Inc. (“MICRC”)
- 1.1.a Objects of MICRC
The establishment and operation of a rugby football club for the purposes of:
a) promoting social and playing activities among the members of the corporation;
b) providing playing facilities and a club house for the accommodation of the members of the corporation and their guests.
Special provisions:
The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions shall be used in promoting its objects.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
a) Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
b) Auditor – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
c) Board – the Board of Directors of the Corporation.
d) Corporation – the Markham Irish Canadian Rugby Club Inc.
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 Corporation pursuant to these By-laws.
i) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
j) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

- 1.5 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 Corporation and the membership is notified of such interpretations within the next 10 days.
- 1.6 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).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and all gender neutral pronouns 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 Corporation has the following categories of Member:
- a) Senior Playing Member – a person who is 18 years of age, as of January 1st, or older who actively participates as an athlete with the Corporation.
 - b) Junior Playing Member – a person who is 17 years of age or younger who actively participates as an athlete with the Corporation.
 - c) Non-Playing Member – a person who does not participate as an athlete with the Corporation but who may be a coach, referee, or elected or appointed director or alumnus with the Corporation.
 - d) Life Member – a person who has rendered outstanding service for the furtherance of Rugby Union Football as determined by Ordinary Resolution of the Board.
- 2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation’s By-laws, policies, procedures, rules and regulations (or, when the Member is younger than 18 years old, must have a parent or guardian agree to abide by the Corporation’s By-laws, policies, procedures, rules and regulations on behalf of the Member).

Authority of Members

- 2.3 Membership Authority – The Members of the Corporation will have the following powers:
- a) To appoint the Auditor;
 - b) To amend the By-laws;
 - c) To elect Directors; and
 - d) As provided in the Act and in these By-laws.

Admission and Renewal of Members

- 2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
 - c) The candidate member has paid fees as prescribed by the Board;
 - d) The candidate member is not a paid employee of the Corporation;
 - e) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
 - f) The candidate member meets any other condition of membership determined by the Board;
 - g) The candidate member has met the applicable definition listed in Section 2.1; and
 - h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

- 2.5 Duration – Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the member resigns or is terminated from membership:
- a) Senior Playing Member – begins on the date the Board accepts the member’s registration and ends on April 30th of the next calendar year, unless otherwise specified by Board resolution.
 - b) Junior Playing Member – begins on the date the Board accepts the member’s registration and ends on April 30th of the next calendar year, unless otherwise specified by Board resolution.
 - c) Non-Playing Member – begins on the date the Board accepts the member’s registration and ends on April 30th of the next calendar year, unless otherwise specified by Board resolution.
 - d) Life Member – begins on the date the Board approves the Member and continues indefinitely.
- 2.6 Fees – Membership fees will be determined by the Board.
- 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 Corporation.

Transfer, Suspension, and Termination of Membership

- 2.8 Transfer – Membership in the Corporation is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given written 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 have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.
- 2.11 Termination – Membership in the Corporation 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 Corporation;
 - d) Dissolution of the Corporation;
 - e) A written decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation’s policies;
 - f) The Member’s death; or
 - g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with written reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.13 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.14 Discipline – A Member may be disciplined in accordance with the Corporation’s policies and procedures relating to the discipline of Members.

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 Corporation;
- c) Has complied with the By-laws, policies, and rules of the Corporation;
- d) Is not subject to a disciplinary investigation or action by the Corporation, 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 Corporation, Members in good standing may be entitled to the following privileges:

- a) To serve as a Director or Officer of the Corporation;
- b) To be a member of a Committee of the Corporation;
- c) To attend, participate, and vote at meetings of the Members;
- d) To participate in the Corporation's activities; and
- e) To participate in other events associated with the Corporation.

2.17 Cease to be in Good Standing – Members 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 or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing (by written confirmation from the Board).

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within five (5) months of the Corporation's fiscal year end. All members shall be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

3.2 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 ten percent (10%) or more 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 twenty-one (21) days from the date of the deposit of the requisition.

3.3 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 Corporation makes such means available. A person so 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 telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 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.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 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's proposal, has been submitted to the Board seven (7) 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.
- 3.8 Quorum – The lesser of either a) 25% of the Members eligible to vote or, b) forty Members eligible to vote, present or by proxy, 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.
- 3.9 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order
 - b) Establishment of quorum
 - c) Appointment of scrutineers
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual Meeting
 - f) Presentation of reports

- g) Report of Auditors (if any)
 - h) Appointment of Auditors (if any)
 - i) Business as specified in the meeting notice
 - j) Election of Directors
 - k) Adjournment
- 3.10 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.
- 3.11 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.
- 3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, 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.

Voting at Meetings of Members

- 3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:
- a) Senior Playing Members have one vote each
 - b) Non-Playing Members have one vote each (please refer to voting member definitions)
 - d) Life Members have one vote each.
- 3.14 Secret Ballot – Any vote may be undertaken as a secret ballot upon request of a voting member.
- 3.15 Voting Powers – Each voting Member may vote on every issue. Voting Members who are 18 years old or older at the time of the meeting may exercise their vote at all meetings of the Members.
- 3.16 Record Date for Voting – The Directors may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. 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.

- 3.17 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
- a) Be signed by the Member;
 - b) Be in a form that complies with the Act;
 - c) Comply with the format stipulated by the Corporation; and
 - d) Be submitted to the Registered Office of the Corporation no more than forty-eight (48) hours prior to the meeting of the Members and up until the beginning of the meeting, to the Secretary.
- 3.18 Proxy Holder – A proxy holder will only hold a maximum of three (3) proxies.
- 3.19 Absentee Voting – Absentee voting is not permitted.
- 3.20 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Corporation 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 entitled to vote; and
 - c) The Corporation is not able to identify how each Member voted.
- 3.21 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.
- 3.22 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.
- 3.23 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

Composition of the Board

- 4.1 Directors – The Board will consist of up to (13) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Registrar
 - f) Up to eight (8) Directors-at-Large
- 4.3 Number of Directors – At least thirty (30) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors-at-Large positions on the Board provided that:
- a) The number of Directors-at-Large will be at least four (4) and no more than eight (8); and
 - b) The determination of the number of Directors-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

Eligibility of Directors

- 4.4 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Not be a paid employee of the Corporation;
 - c) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - d) Have the power under law to contract;
 - e) Have not been declared incapable by a court in Canada or in another country; and
 - f) Not have the status of bankrupt.

Election of Directors

- 4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 4.6 Nomination – Any nomination of an individual for election as a Director will:
- a) include the written or verbal 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, or to the Secretary, of the corporation up until the time of the election at the Annual Meeting.

- 4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination and can notify up until the time of the meeting at the Annual Meeting.
- 4.8 Nominations from the Floor – An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
- 4.9 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- 4.10 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.
- 4.11 Election – Directors will be elected at each Annual Meeting.
a) The President, Vice President, Treasurer, Secretary, Registrar
b) Up to eight Directors-at-Large
- 4.12 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
a) One Valid Nomination – Winner elected by Ordinary Resolution.
b) Two or More Valid Nominations – 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.
- 4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution;
b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

- 4.14 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 Corporation.
- 4.15 Terms – Directors will serve terms of one (1) year 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.

Resignation and Removal of Directors

- 4.16 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 Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.17 Vacate Office – The office of any Director will be vacated automatically if:
- a) The Director no longer becomes eligible to serve as a Director;
 - b) The Director is no longer a Member;
 - c) The Director resigns;
 - d) The Director is found to be incapable of managing property by a court or under Ontario law;
 - e) The Director is found by a court to be of unsound mind;
 - f) The Director is charged and/or convicted of any criminal offence, unless decided otherwise by the Board by Ordinary Resolution;
 - g) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - h) The Director dies.
- 4.18 Removal – An elected Director may be removed by Ordinary resolution of the Members at a 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.
- 4.19 Filling a Vacancy on the Board
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.

Meetings of the Board

- 4.20 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 two (2) Directors.
- 4.21 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.
- 4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. 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.
- 4.23 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.24 Number of Meetings – The Board will hold at least six (6) meetings per year.
- 4.25 Quorum – At any meeting of the Board, quorum will be a majority of Directors.
- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- 4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.28 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.
- 4.29 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.30 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.

Duties of Directors

- 4.31 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
 - c) Abide by the Governance Policies set out by the Corporation

Powers of the Board

- 4.32 Powers of the Corporation – 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.
- 4.33 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Corporation 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 Corporation;
 - e) Determine registration procedures, determine membership fees, and determine other registration requirements;
 - f) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation, subject to the conditions associated with such donations or bequests imposed by the donor. In the absence of any conditions placed on the particular use of the donation or bequest by the donor, all such funds shall be segregated from the general operations of the Corporation and shall be used exclusively for the following:
 - a.i. acquisition of field space and or grounds;
 - a.ii. clubhouse construction, maintenance, repair or upgrade;
 - a.iii. such other uses that relate to the promotion of Rugby Union Football in Canada as the directors of the Corporation consider appropriate in the circumstances.
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - h) Invest funds for the purpose of furthering the objects and purposes of the Corporation;

- i) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) Borrow money upon the credit of the Corporation 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 Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will consist of:

- a) Five (5) individuals elected by the Members: President, Vice President, Secretary, Registrar, and Treasurer.
- b) Four (4) individuals appointed by the Officers from among the Directors-at-Large elected by the Members;
- c) Men's Rugby Director, Women's Rugby Director, Junior Rugby Director, Mini Rugby Director.

5.2 Term – The term of the appointed Officers will be one (1) year or until they or their successors are appointed.

5.3 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will oversee and supervise office staff, and will perform such other duties as may from time to time be established 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 Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer 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 Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will

prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

e) The Registrar will maintain membership records, register Members with governing bodies, maintain records of fees paid, work with the Treasurer on fees collection, and perform such other duties as may from time to time be established by the Board.

f) The Men's, Women's, Junior's and Mini's Rugby Directors will be responsible for coordinating all activities involving their respective portfolio which includes coaching, player selection, equipment, public relations and recruitment, and will perform such duties as may from time to time be established by the Board.

5.4 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 Corporation, or to another Officer or Director.

5.5 Removal – An appointed Officer may be removed by Ordinary Resolution at a meeting of the Board provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. An elected Officer may be removed by the Members in accordance with the procedures for removal of a Director as described in these By-laws.

5.6 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee – The Board may establish an Executive Committee. The Executive Committee will be composed of the elected Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Corporation's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board to continue to take effect.

- 6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.4 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the Corporation.
- 6.5 Removal – The Board may remove any member of any Committee.
- 6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be December 1st to November 30th.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. When the Corporation’s revenue for the previous fiscal year was less than \$100,000, the Members shall decline, by 80% resolution, to appoint an auditor.
- 7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by an Ordinary Resolution of the Directors) of the Corporation of the last fiscal year of the Corporation but not more than five (5) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:
- a) The financial statements;
 - b) The auditor’s report or review engagement (if any); and
 - c) Any further information respecting the financial position of the Corporation.
- 7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a) The Corporation’s articles and By-laws;

- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or Club President shall be required on any financial instrument of the Corporation.

7.7 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. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of a Special Resolution by the Members.

7.8 Other Expenditures – Any single expenditure under thirty thousand dollars (\$30,000) will be approved by the Board and any single expenditure over thirty thousand dollars (\$30,000) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

7.9 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by a Special Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

7.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.11 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for 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 Corporation 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

7.12 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 Corporation 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 VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board of Directors. The new, amended, or revised By-law is effective until the next meeting of the Members, at which the Members may ratify the new, amended, or revised By-law by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or,
- b) Special Resolution of the voting Members present at a Special Meeting duly called to amend, revise or repeal these By-laws. Any amendments, revisions, addition or deletions will be effective immediately

8.1 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 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

9.3 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 X DISSOLUTION

10.1 Dissolution – The members of the corporation may by special resolution voluntarily dissolve the Corporation. Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed entirely to Rugby Ontario. If Rugby Ontario does not exist then the monies shall be distributed to Rugby Canada. In the event that Rugby Canada has been dissolved, the monies shall go to Markham Stouffville Hospital Charitable Foundation.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’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 and any individual who acts at the Corporation’s request in a similar capacity.

11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’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 Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; 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 Corporation 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 Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on June 4, 2021.

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

