

# ST. ALBERT RUGBY FOOTBALL CLUB

## BYLAWS

### PART 1 – NAME, COLOURS & CREST

#### 1.1 NAME

The name of the Society is St. Albert Rugby Football Club. All references to the Society in these Bylaws refer to St. Albert Rugby Football Club.

#### 1.2 COLOURS

The colours of the Society shall be royal blue, scarlet, and white.

#### 1.3 CREST

The crest of the Society shall be as shown on the following illustration.



## **PART 2 – DEFINITIONS**

### **2.1 BYLAWS**

Refers to this Bylaw document.

### **2.2 SOCIETY**

As per 1.1, the Society is the St. Albert Rugby Football Club.

### **2.3 BOARD OF DIRECTORS AND BOARD**

Is the Board of Directors of the Society as elected in Part 7.

### **2.4 DIRECTOR**

Means a Member of the Board of Directors.

### **2.5 FACILITIES**

Refers to both the Clubhouse and the Fields Area:

- a) Clubhouse includes all of the building, the deck and entrance areas to the building but excluding the garage and the two storage areas attached to the north side of the building.
- b) Fields Area includes the playing fields, cricket wicket, grass area adjacent to the playing fields, playground area, area between the parking lot and Riel Drive, and the parking lot.

### **2.6 MEETING OF THE SOCIETY**

Annual General Meeting, General Meeting and Special Meeting.

### **2.7 BOARD MEETING**

Is a meeting of the Board of Directors.

### **2.8 MEMBER**

Individual member of the Society as defined in Part 3.

### **2.9 CONTEXT**

In these Bylaws, unless context requires otherwise:

- a) the singular includes the plural and vice versa;
- b) including means “including, not limited to”;
- c) a reference to these Bylaws is a reference to these Bylaws as amended or replaced from time to time;
- d) words and phrases are to be interpreted contextually, and for the purpose of giving effect to the objectives of St. Albert Rugby Football Club.

## **PART 3 – MEMBERSHIP**

### **3.1 AGE & ATTITUDE**

A person of the age of eighteen years or over who is supportive of the objectives of the Society may be admitted to Membership in accordance with these Bylaws.

### **3.2 TYPES**

The types of Membership in the Society are:

- Honorary Life Membership
- Honorary Membership
- Life Membership
- Playing Membership
- Full Non-Playing Membership
- Social Membership
- Day Membership

### **3.3 HONORARY LIFE MEMBERSHIP**

- (1) Upon the recommendation of the Board, Honorary Life Membership may be conferred on a Playing Member, Full Non-Playing Member, or Social Member, in recognition of that person's contributions to the Society, by approval of a majority of the voting Members in attendance at an Annual General Meeting.
- (2) An Honorary Life Member is a voting Member of the Society and eligible to hold office or belong to a committee, and is entitled to use of the Society's Clubhouse and Fields Area.

### **3.4 HONORARY MEMBERSHIP**

- (1) Honorary Membership may be conferred upon a person in the community who is well known for supporting Rugby Union Football, by approval of a majority of the voting Members of Directors in attendance at a Board Meeting.
- (2) Honorary Membership terminates at the next Annual General Meeting of the Society Members.
- (3) Honorary Membership may be re-conferred at any point under Part 3.4 (1).
- (4) An Honorary Member is not a voting Member of the Society, and is not eligible to hold office, or belong to a committee of the Board, but is entitled to attend meetings of the Society and to use the Society's Clubhouse.

### **3.5 LIFE MEMBERSHIP**

- (1) Life Membership may be conferred to a person desiring full participation in the Society, who has submitted the prescribed application, and has paid the one time Life Membership fee.
- (2) A Life Member is a voting Member of the Society and eligible to hold office or belong to a committee, and is entitled to use of the Society's Clubhouse and Fields Area.

### **3.6 PLAYING MEMBERSHIP**

- (1) Playing Membership may be accorded to a person desiring full participation in the Society who has submitted the prescribed annual application form, and has paid the applicable annual fees.
- (2) Playing Members are responsible for ensuring they are in good standing with Rugby Canada and applicable sub-unions.
- (3) It is a continuing condition of a Playing Membership that a Playing Member supports the objectives of the Society.
- (4) A Playing Member is a voting Member of the Society and eligible to hold office or belong to a committee, and is entitled to full use of the Society's Facilities.

### **3.7 FULL NON-PLAYING MEMBERSHIP**

- (1) Full Non-Playing Membership may be accorded to a person desiring full participation in the Society except the right to play rugby on a team of the Society, who has submitted the prescribed annual application form, and has paid the applicable annual fee.
- (2) A Full Non-Playing Member is a voting Member of the Society eligible to hold office or belong to a committee, and is entitled to full use of the Society's Facilities.

### **3.8 SOCIAL MEMBERSHIP**

- (1) Social Membership may be accorded to a person desiring social participation in the Society who has submitted the prescribed annual application form, and has paid the applicable annual fee.
- (2) A Social Member is not a voting Member of the Society and is not eligible to hold office, but may belong to a committee of the Board and is entitled to attend meetings of the Society and to use of the Society's Clubhouse.

### **3.9 DAY MEMBERSHIP**

Day Membership entitles a person only to use of the Society's Clubhouse and Fields Area and is accorded automatically to:

- (1) Players, coaches, trainers, managers, and supporters of visiting rugby teams and officials attending the Society's facilities for a game.
- (2) Specifically invited guests of a Member of the Society.
- (3) Representatives of other Alberta sport bodies or community groups who have been authorized by the Board to use the Society's Facilities.
- (4) Representatives of teams who visit to compete against teams of the Society or take part in tournaments organized by the Society for off-season activities.

### **3.10 VISITOR PLAYING MEMBERSHIP**

- (1) Visitor Playing Membership may be accorded to a person desiring temporary participation in the Society who has submitted the prescribed application form, and has paid the applicable fees.
- (2) Visitor Playing Members are responsible for ensuring they are in good standing with Rugby Canada and applicable sub-unions.
- (3) It is a continuing condition of a Visitor Playing Membership that a Visitor Playing Member supports the objectives of the Society.
- (4) A Visitor Playing Member is not a voting Member of the Society and is not eligible to hold office or belong to a committee, but is entitled to full use of the Society's Facilities for the tenure of their Membership.

### **3.11 RESIGNATION**

Any Member may resign from the Society by submitting written notice to the Board. Notice is effective immediately upon receipt by the Secretary.

### **3.12 EXPULSION**

- (1) A Member may be expelled from the Society for conduct seriously prejudicial to the interests of the Society.
- (2) Any Member may be expelled from the Society by a majority vote of the Board. The Member shall be given fourteen days notice of the resolution to expel, and is entitled to appear before the Board for the purpose of presenting a case against expulsion.
- (3) Any Member may be expelled from the facilities by any Director. The Director shall report the expulsion to the Board.

### **3.13 SUSPENSION**

- (1) The Board by majority vote may suspend any Member pending the investigation or resolution of any matter that could result in expulsion.
- (2) Suspension of Membership remains in effect until terminated by the Board or the matter of expulsion is formally resolved.
- (3) The Member shall be given written notice promptly of the suspension.
- (4) A Member under suspension is not in good standing.

### **3.14 GRIEVANCE**

- (1) Any grievance against a Member of the Society must be submitted in writing by another Member of the Society in good standing and addressed to the President of the Society within fourteen days of the incident.

- (2) The President will then form a committee to investigate the grievance and make recommendations to the Board for action on their findings within fourteen days of receiving this grievance.

### **3.15 APPEALS**

- (1) Any appeal is subject to the Arbitration subsection of the Societies' Act.
- (2) An application for arbitration must be filed with the Board within four days of the resolution of the Board or of the Society and must include a fee of an amount established by resolution of the Board.
- (3) The arbitrator must be independent and impartial.
- (4) The decision of the arbitrator is final.

## **PART 4 – FEES**

### **4.1 MEMBERSHIP WITHOUT FEES**

No fee is payable by Honorary Life Members, Honorary Members, or Day Members.

### **4.2 FEES SET AT ANNUAL GENERAL MEETING**

The one-time fee for Life Membership and the annual fees for Playing Memberships and Non-Playing Memberships shall be determined by a majority of the voting Members at the Annual General Meeting.

### **4.3 FEES NOT REFUNDABLE**

Fees are not refunded when a Member resigns or is expelled from Membership.

### **4.4 FEES NOT PRO-RATED**

Annual fees are paid on the basis of a calendar year and are not pro-rated whatever time in the year Membership is accorded.

### **4.5 FEES IN ADVANCE**

The Board may authorize the payment of fees for one or more years in advance.

## **PART 5 – MEMBERSHIP ACTIVITIES**

### **5.1 PLAYING ON TEAMS**

No person shall play on one of the Society's rugby teams who is not a Playing Member in good standing or an Honorary Life Member or Life Member who has paid the applicable sub-union, provincial and national fees.

### **5.2 ACCESS TO THE FACILITIES**

- (1) Access to the Society's Facilities is subject to Part 3.
- (2) The Clubhouse and Fields Area may be closed to Members for specified occasions:
  - a) when the Society is participating in an event for which admission is charged; or,
  - b) when a private function is being held.



## **PART 6 – MEETINGS OF THE SOCIETY**

### **6.1 ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting of the Society shall be held between October 1 and November 30 on a date to be fixed by the Board.
- (2) At each Annual General Meeting, the Members must, in accordance with these Bylaws:
  - a) review the financial statements of the Society,
  - b) elect the Directors of the Society, and
  - c) set the Membership fees of the Society, as defined in Part 4.2.

### **6.2 GENERAL MEETINGS**

General Meetings may be held at the direction of the Board.

### **6.3 SPECIAL MEETINGS**

A Special Meeting shall be held when a minimum of twenty members or twenty percent of the voting Members in good standing, whichever is fewer, sign a request for such a Meeting and present it to the Board. The request shall indicate the business to be dealt with at the Meeting. The Meeting shall be held within thirty days of such a request being presented.

### **6.4 NOTICE**

- (1) Notice of Meetings of the Society shall be given by posting prominently in the clubhouse of the Society and by email to the provided email address of voting Members.
- (2) Twenty-one days notice shall be given of Annual General Meetings and General Meetings; ten days notice shall be given of Special Meetings.

### **6.5 QUORUM**

The quorum for a Meeting of the Society is twenty voting Members in good standing of the Society or twenty percent of the voting Members in good standing of the Society, whichever is fewer.

### **6.6 VOTING**

- (1) Each voting Member in good standing present, except the person chairing the Meeting, has one vote.
- (2) Unless otherwise decided at the Meeting, voting shall be by show of hands, except for contested elections which shall be by secret ballot.
- (3) Unless otherwise provided in these bylaws, elections and resolutions are decided by a simple majority of the vote cast.
- (4) In the event of a tie the person chairing the Meeting shall decide the issue.

- (5) A Member unable to attend a Meeting of the Society may designate another Member to vote as their proxy at a meeting of the Society by providing written notification to the President no less than three days prior to the Meeting.
- (6) A Member voting by proxy does not count towards the quorum requirement for the Meeting.
- (7) A Member may hold a maximum of one proxy.

#### **6.7 SPECIAL RESOLUTIONS**

- (1) A Special Resolution may be passed at an Annual General Meeting or General Meeting where no less than twenty one days notice of the intention to propose the resolution has been given, by a vote of at least seventy-five percent of the voting members in good standing present or by proxy and voting.
- (2) Except for procedural motions, nominations for elections, and motions accepting or approving reports or conveying thanks, no resolution shall be moved at an Annual General Meeting or General Meeting unless put forward as a Special Resolution.

#### **6.8 CHAIR**

In the absence of the President and the Vice President, the other Directors present shall designate a Director to chair the meeting, and in the absence of any Directors the voting Members in good standing present shall elect one of their number to chair the Meeting.

## **PART 7 – BOARD OF DIRECTORS**

### **7.1 AUTHORITY**

The Board of Directors shall have the full control and management of the Society, to be exercised in accordance with the objectives of the Society and subject to the provisions of the bylaws and directions given by a majority vote at a General Meeting of the Society.

### **7.2 COMPOSITION**

The Board consists of the following Directors:

- President
- Vice President
- Secretary
- Treasurer
- Director of Senior Rugby
- Director of Junior Rugby
- House Director
- Grounds Director
- Membership Director
- Social Director
- Men's Club Captain
- Women's Club Captain

### **7.3 ELIGIBILITY**

A Director must be a voting Member of the Society in good standing.

### **7.4 ELECTION**

- (1) Directors take office immediately following the Annual General Meeting at which they were elected.
- (2) The President, Vice-President, Treasurer, and Secretary shall each hold office for concurrent terms of two years.
- (3) All other Directors shall hold office for terms of one year.
- (4) The President and Secretary shall be elected in years ending in an odd number. The Vice-President and Treasurer shall be elected in years ending in an even number.

### **7.5 VACANCIES**

When a Director's position is vacant for any reason, the Board may fill the position by appointment by a majority vote of the Board at any Meeting of the Board.

### **7.6 CONFLICT OF INTEREST**

- (1) Any Director having any interest in a product or service being obtained for financial reward by the Society shall declare that interest, and shall not vote on any motion relating to the matter.

- (2) A Director shall disclose to the President any relationship between the Director and an employee directly accountable to the Director. In the event that the President has a potential conflict, it will be disclosed to the Vice-President.
- (3) The President or Vice-President shall investigate and report the potential conflict to the Board that may:
  - a) accept the conflict is manageable and note it in the minutes of the meeting; or
  - b) request the resignation of the Director in question; or
  - c) remove the Director from their position by majority vote of the Board.
- (3) A Director shall not approve any payment to an immediate relative who is an employee of the Society.
- (4) Acting in violation of these provisions is conduct seriously prejudicial to the interests of the Society and provides grounds from removal from office and expulsion from the Society.

#### **7.7 SUSPENSION AND REMOVAL**

- (1) The Board may suspend a Director for conduct seriously prejudicial to the interests of the Society, or for failing or refusing to discharge the duties and responsibilities of the Director's position.
- (2) Suspensions shall take place at a Meeting of the Board.
- (3) The Director under review shall be given at least seven days notice of the meeting at which the motion to suspend will be heard. Any Member may attend that meeting and participate in the discussion, but may not vote on the motion. The Director under review may not vote on the motion.
- (4) The Board shall advise the Members of the Society in writing within thirty days of the suspension of a Director.
- (5) A Director may be removed from office by resolution of the voting Members at a Meeting of the Society.
- (6) If the Board's decision is reversed by the Members of the Society by a majority vote of the Members at a Meeting of the Society, as set out in these Bylaws, the Director shall be immediately reinstated.

#### **7.8 BOARD MEETINGS**

- (1) Board Meetings should be held every month.
- (2) A majority of elected Directors constitutes a quorum for a Board Meeting.

- (3) The Board shall be informed in writing by the Secretary of a Board Meeting no fewer than seven days prior to the Meeting being held.
- (4) In the event of an emergency, the notice period for a Board Meeting is twenty-four hours, but the business conducted at the Meeting must be restricted to matters required to deal with the emergency.
- (5) Minutes of Board Meetings are available to Members of the Society and can be requested from the Secretary.
- (6) Any Member of the Society is entitled to attend Board Meetings as an observer.

#### **7.9 COMMITTEES OF THE BOARD**

- (1) The Board may constitute standing committees for any purpose useful to the functioning of the Society.
- (2) Unless otherwise specified by the Board in constituting a committee, the membership and chair of the committee shall be determined by the committee.
- (3) The committee chair shall keep the Board informed of the committee's activities.

## **PART 8 – DIRECTORS' DUTIES**

### **8.1 DUTIES OF A DIRECTOR**

The duties of a Director shall be as follows:

- (1) To promote the objectives of the Society.
- (2) To uphold the Bylaws of the Society.
- (3) To attend Meetings as and when required.
- (4) To carry out the specific duties assigned to the Director as defined in a document which shall be posted on the Society's website and maintained by the Board.

## **PART 9 – COMMITTEES OF MEMBERS**

### **9.1 NOMINATING COMMITTEE**

- (1) There shall be a Nominating Committee responsible for recruiting eligible candidates willing to stand for election to the Board of Directors.
- (2) Members of the Nominating Committee shall be voting Members in good standing of the Society, and shall be elected at each Annual General Meeting.

### **9.2 FISCAL COMMITTEE**

- (1) There shall be a Fiscal Committee composed of not less than three and not more than five Members, which shall be responsible to monitor the financial operation of the Society.
- (2) The Fiscal Committee is chaired by the Treasurer.
- (3) Members of the Fiscal Committee shall be Members in good standing of the Society, and shall be elected at the Annual General Meeting for three-year terms.
- (4) The Fiscal Committee may appoint Members in good standing to fill vacancies in its membership between Annual General Meetings.

## **PART 10 – FINANCIAL**

### **10.1 FUNDS**

- (1) With the exception of petty cash, all monies received by the Society shall be deposited to an account of the Society in a chartered bank.
- (2) All disbursements of Society funds made by cheque require two Board-authorized signatories, one of whom must be a Director and shall ordinarily be the Treasurer.
- (3) Disbursements of Society funds made electronically shall be reviewed and authorized by a Director and carried out by a Board-authorized signatory.
- (4) A record shall be maintained by the Treasurer for all petty cash expenditures.

### **10.2 FISCAL YEAR**

The fiscal year of the Society shall be the calendar year.

### **10.3 AUDIT**

- (1) The books, accounts, and records of the Society must be audited at least once each year:
  - a) by a duly qualified accountant, or
  - b) by two Members of the Society elected for that purpose by the Members.
- (2) On behalf of the Board, the Treasurer shall present the audited books, accounts, and records for the preceding fiscal period at the Annual General Meeting.

### **10.4 BORROWING POWER**

- (1) For the purpose of carrying out its objectives, the Society may borrow, raise, or secure payment of money in any manner as it deems fit subject to Article 10.4 (2).
- (2) The power of the Society to borrow money shall only be exercised upon a special resolution.

### **10.5 REMUNERATION**

No Director or Member shall receive any remuneration for services performed on behalf of the Society unless authorized at a Meeting of the Board and notice of the authorization is posted in the clubhouse. Reasonable expenses incurred will be reimbursed upon :

- a) the Treasurer receiving substantiation of the expenditure; and
- b) approval by the Board

### **10.6 DISTRIBUTION UPON DISSOLUTION**

In the event that the Society is dissolved, the net assets are to be distributed in an equitable manner amongst schools in the City of St. Albert and the surrounding area, excluding the City of Edmonton, for the sole purpose of advancing the game of rugby union football.



## **PART 11 – OTHER OFFICIAL MATTERS**

### **11.1 AMENDING THE OBJECTS AND BYLAWS**

The Bylaws may only be amended by special resolution of the voting Members.

### **11.2 CONTRACTS AND AGREEMENTS**

- (1) The Society's signatories on contracts and agreements shall be two Board-authorized Directors.
- (2) The area of responsibility of one of the Directors shall include the subject matter of the contract or agreement.

### **11.3 USE OF THE SEAL**

The seal of the Society shall be affixed to documents upon the authority of the Board, and if necessary will be authenticated by two Board-authorized Directors, one of whose area of responsibility includes the subject matter of the document.

### **11.4 INSPECTION OF BOOKS AND RECORDS**

All books and records of the Society may be inspected by any voting Member in good standing at the Annual General Meeting, or at any other time by giving reasonable notice in writing and arranging a time satisfactory to the Director having charge of them.

### **11.5 REGISTERED OFFICE**

The registered office of St. Albert Rugby Football Club is located in Alberta at the address established by the Board.

### **11.6 CUSTODY OF ALL BOOKS, RECORDS AND PAPERS**

The Secretary shall maintain custody of all books, records and papers of the Society, except those controlled by the Treasurer or by other person authorized by resolution of the Society,

## **PART 12 – TRANSITIONAL PROVISIONS**

### **12.1 REPEAL**

All existing Bylaws are rescinded.

### **12.2 MEMBERSHIP CONTINUATION**

- (1) All persons made Honorary Life Members under previous provisions in the Bylaws continue as Honorary Life Members.
- (2) All persons made Honorary Members under previous provisions in the Bylaws continue as Honorary Members.
- (3) All persons made Life Members under previous provisions in the Bylaws continue as Life Members.
- (4) Membership in effect on an annual basis under previous provisions in the Bylaws continue in effect until the date they would have expired.

### **12.3 CONTINUANCE IN OFFICE**

All Directors holding office immediately prior to the coming into effect of these Bylaws continue in office in accordance with these Bylaws.