

ALBERTA RUGBY FOOTBALL UNION

BYLAWS

FOR MEMBER APPROVAL, 2023

ARTICLE 1 – GENERAL

- 1.1 Purpose: These Bylaws govern the general conduct and affairs of the Alberta Rugby Football Union which may also be known or referred to as Rugby Alberta, a society incorporated under the *Societies Act RSA 2000, Chapter S-14*.
- 1.2 Registered Address: The Registered Office of the Society is located at Percy Page Centre, 11759 Grant Road NW, Edmonton, AB, T5M 3K6
- 1.3 Definitions: The following terms have these meanings in these Bylaws:
- a) *Act* – the Societies Act, Revised Statutes of Alberta 2000 as amended, restated, or replaced from time to time, and includes its regulations.
 - b) *Authorized Representative* – a representative of a voting member who has been authorized in writing by an officer of the voting member to attend and vote at a meeting of the members of Rugby Alberta.
 - c) *Board* – the Board of Directors of the Alberta Rugby Football Union, as constituted in accordance with these Bylaws.
 - d) *Board Committee* – an advisory group appointed by the Board from time to time on a responsibility or task as may be specified by the Board.
 - e) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - f) *Elected Director* – an individual elected to the Board by acclamation or by a simple majority vote of the voting members at an annual general meeting.
 - g) *Electronic Means* - as defined by the *Act*.
 - h) *Executive Council* – the Executive Council of the Alberta Rugby Football Union, as constituted in accordance with these Bylaws, also referred to as the Executive.
 - i) *Fiscal Year* - The fiscal year of the Society ends on October 31 of each year.
 - j) *Interim Director* – an individual appointed to the Board by the Board to provide an expertise or to fill a casual vacancy.
 - k) *Officer* – a Director appointed by the Board to the role of President, Vice-President, Treasurer, or immediate Past-President.
 - l) *Member* – a Sub-Union Member, Club Member, Individual Member, or Honorary Member of Rugby Alberta.
 - m) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of the Members for which proper notice has been given and quorum is present.
 - n) *Registered Address* – the most recent, physical address of record.
 - o) *Registrar* – as defined by the *Act*.
 - p) *Rugby* – the sport of Rugby and its game variations.
 - q) *Rugby Alberta* – a commonly used name for the Alberta Rugby Football Union.
 - r) *Rugby Alberta Code of Conduct* – the code of conduct in effect from time to time for Rugby Alberta and its Members as approved by the Board and as amended or updated from time to time with the approval of the Board.
 - s) *Rugby Canada* – the governing body for Rugby, and all game variants, as recognised by World Rugby and Sport Canada.

- t) *Society* – the Alberta Rugby Football Union.
- u) *Special Resolution* – as defined by the *Act*.
- v) *Term* – is a period of time commencing on the date of election to the Board and expiring at the end of the second following annual general meeting.

- 1.4 Interpretation: These Bylaws are to be interpreted broadly and liberally. Headings are for convenience only and do not affect the interpretation of these Bylaws. In these Bylaws, words in the singular form include the plural and vice versa, and words importing a specific gender include all other genders.
- 1.5 Compliance with Act: If a provision in these Bylaws is inconsistent with the *Act* or any other enactment of Alberta or Canada, such provision shall have no effect and may be severed from these Bylaws without affecting any other provision hereof. If there is a conflict between the *Act* and these Bylaws, the *Act* will prevail.

ARTICLE 2 – MEMBERSHIP

- 2.1 Membership: The Members of Rugby Alberta are those persons, or organizations, who have become Members in accordance with these Bylaws and have not ceased to be Members. Membership is not transferable.
- 2.2 Record of Membership: The Society will keep a register of its members together with address, date admitted to membership, date of membership expiration, and membership classification.
- 2.3 Terms of Membership: Any member who accepts membership with Rugby Alberta will be deemed to have undertaken to abide by the provisions of the Bylaws, Policies, rules and operating procedures of Rugby Alberta and all decisions of the Rugby Alberta Board.
- 2.4 Rugby Canada: Any participant registered with the Society will also be registered with Rugby Canada, and as such, will be required to agree to abide by Rugby Canada's Participant Agreement.
- 2.5 Classifications: Rugby Alberta provides the following four categories of Membership.
- a) Sub-Union Membership
 - b) Club Membership
 - c) Individual Membership
 - d) Honorary Membership

Admission of Membership Categories

- 2.6 Sub-Union Membership: **Sub-Union** Membership is exclusively extended to Alberta Junior Rugby Association, Calgary Rugby Union, Edmonton Rugby Union, and the Rugby Alberta Match Officials Association provided that each organization is:
- a) registered and in good standing with the *Societies Act*;
 - b) exclusively/primarily providing Rugby programs and services that support the aims of Rugby Alberta;
 - c) not conflicting with the Laws of the Game, its Variations and Regulations as sanctioned by Rugby Canada; and
 - d) is otherwise in good standing with Rugby Alberta and Rugby Canada.

- 2.7 Club Membership: A non-profit organization or an educational institution may apply in writing to the Board for membership as a **Club Member**, provided that the organization is:
- registered and in good standing with the *Societies Act*, or in the case of an education institution an equivalent Act;
 - providing Rugby programs and services that support the aims of Rugby Alberta;
 - not conflicting with the Laws of the Game, its Variations and Regulations as sanctioned by Rugby Canada; and
 - is otherwise in good standing with Rugby Alberta and Rugby Canada.
- 2.8 Individual Membership: An individual, or their parent or legal guardian if a minor, may register for membership as an **Individual Member** and shall be admitted as an Individual Member of Rugby Alberta, provided that the Individual Member:
- has correctly completed the Rugby Alberta/Rugby Canada registration process; and
 - is otherwise in good standing with Rugby Alberta and Rugby Canada.
- 2.9 Honorary Membership: **Honorary Membership** is for an Individual who has, over a period, rendered exceptional service to Rugby Alberta. The Board shall recommend Honorary Membership admissions to be approved by a majority of votes cast at a meeting of the Rugby Alberta members. Each Honorary Member shall remain in good standing unless such Members shall have breached these Bylaws, resigned, or shall have died.

Membership Terms and Fees

- 2.10 All membership categories, except for Honorary Membership, are annual and expire April 30 of each year. Individual Membership must be renewed annually in accordance with these Bylaws, while Affiliate and Club Members will be automatically renewed for as long as compliant with these Bylaws.
- 2.11 Membership is not transferrable and can not be backdated.
- 2.12 The fees for each category of Membership may be set by the Board from time to time and ratified by the membership. Significant changes to membership fees would require approval by the voting members.
- 2.13 No Member is, in their individual capacity, liable for any debt or liability of the Society.

Good Standing of Members

- 2.14 All Members of Rugby Alberta shall be in good standing provided that the Member:
- has paid all membership fees set by Rugby Alberta for such membership and all other monies owed by the Member to Rugby Alberta;
 - is compliant with these Bylaws, policies, rules, and operating procedures of Rugby Alberta; and,
 - has not been suspended or expelled from Rugby Alberta Membership or had other Membership restrictions or sanctions imposed by Rugby Canada or any other Member Union of Rugby Canada.

Discipline and Expulsion of Membership

- 2.15 A Member may be disciplined by a resolution of the Board or may be expelled by resolution of the Board for any reason which is deemed by the Board to be in the best interest of Rugby Alberta including, without limitations:
- a) violating any provisions of the *Societies Act*, these Bylaws, the Rugby Alberta Code of Conduct, or any policies or rules adopted by Rugby Alberta from time to time;
 - b) carrying out any conduct which is detrimental to Rugby Alberta; or
 - c) for any other reason that is reasonable, having regard to the Values of Rugby including Safety, Integrity, Respect and Inclusion for All.
- 2.16 The Board may appoint a Board Committee or an independent third-party to investigate the alleged conduct of a Member and, based on the results of their investigation, make recommendations to the Board on the appropriate discipline action to be taken.
- 2.17 Before a Member is disciplined or expelled, the Board must give the Member written notice of the proposed discipline or expulsion, including reasons, and give the Member a reasonable opportunity to make representations regarding the proposed discipline or expulsion.

Termination of Membership

- 2.18 The membership of a Rugby Alberta Member terminates when:
- a) any Member submits written notice to the President of the Society of their resignation from membership. The resignation will come into effect immediately upon receipt of the written notice. Where a resigning Member is subject to a disciplinary investigation or action of Rugby Alberta, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action;
 - b) any Member has failed to pay any fees, special assessments, dues or other debts owed to Rugby Alberta, and has been in arrears for three consecutive months, membership is automatically terminated; or,
 - c) any Member, in the case of an individual, dies or, in the case of a registered legal entity, dissolves.
- 2.19 Any fees or dues owing by the Member at the time of termination of membership shall remain due and owing to Rugby Alberta.
- 2.20 Any Member who ceases to be a Member of Rugby Alberta forfeits all rights, claims, privileges, or interest arising from membership with Rugby Alberta.

ARTICLE 3 – MEETINGS OF THE SOCIETY

- 3.1 Meetings of the Members may include General Meetings and Special Meetings of the Society. The Society will hold meetings of the Members at such time and place as determined by the Board.
- 3.2 Annual General Meeting: The Society will hold its Annual General meeting no later than the last day of December in each calendar year. Should circumstances warrant the meeting cancelled, it shall be held within 40 days of the original date.

- 3.3 Special Meeting: A Special Meeting of the Members may be called unanimously by the Executive or a majority of the Board and will be called upon the written request of one-third of the voting members. Any request for a Special Meeting must state the reason and any proposed motion to be considered by the voting members.

Notice & Attendance

- 3.4 Notice: Notice of a Meeting of the Members shall be provided not less than 21 days prior to the meeting date. Notice must contain the proposed agenda and sufficient detail to enable Members receiving the notice to form a reasoned judgement concerning that business and must include any special resolution to be submitted to the meeting for members' approval.
- 3.5 Waiver of Notice: A Member entitled to notice of a general or special meeting may, in any manner, waive that Member's entitlement to notice of the meeting or may agree to reduce the period of that notice. Attendance of a Member at a general or special meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 3.6 Form of Notice: Notice of a meeting of the members shall be posted on the Rugby Alberta website throughout the notice period and emailed to all Members who have provided an email address to Rugby Alberta not less than 21 days prior to the meeting date. The notice will include the date, time and the physical or virtual location of the meeting and all other required information.
- 3.7 Accidental Omission: The accidental omission to send a notice of a general or special meeting to a Member or the non-receipt of any notice by a Member or any of the persons entitle to receive notice does not invalidate any proceedings at the meeting.
- 3.8 Quorum: For general or special meetings, attendance by at least 20% of the total voting membership or at least six voting members shall constitute quorum. If, at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or the meeting is adjourned or terminated. Quorum is not required to elect the Chair of a meeting nor the adjournment or termination of the meeting.
- 3.9 Virtual Attendance: To make meetings of the members accessible to all Members, Rugby Alberta will facilitate the use of communications mediums at a meeting of the members to allow Members to participate by telephone or other communications mediums. As such:
- a) A person who is entitled to participate in, including vote at, a general or special meeting may participate in person or by telephone or other communications medium if all of the persons participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other.
 - b) A Member who participates in a meeting by telephone or other communications medium is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.
- 3.10 Other Persons at Meetings of the Members: Any Member, the Directors, the auditor, and any lawyer for Rugby Alberta are entitled to attend a Meeting of the Members, as well as any other person invited by the Board. Meetings of the Members of the Society are not open to the public, but non-members may attend

the meeting at the invitation of the Chair. A majority of the voting members present may ask any non-member to leave the meeting.

Meeting Proceedings

- 3.11 Agenda: The Society will conduct the following business at its Annual General Meeting:
- a) Adopting the agenda of the meeting;
 - b) Approval of the minutes from the previous Annual General Meeting, and any Special Meetings;
 - c) Receipt of reports of the Officers and any Board Committee;
 - d) Receipt of the most recently audited financial statements of the Society;
 - e) Appointment of the auditors;
 - f) Election of Directors to the Board; and,
 - g) Conduct any other items of business, which properly come before the meeting.
- 3.12 Other Business: No business, other than ordinary business, shall be conducted at a general meeting of the Members except as may be set forth in the notice of the meeting, or that is proposed or authorized by the President. Any Member who wishes to have new business included in the agenda of a meeting must make a written request to the President at least ten days prior to the meeting date. Only matters set out in the notice of a Special Meeting are to be considered at a Special Meeting.
- 3.13 A Board Motion: At a general meeting of the Members, any Director shall be entitled to propose motions or resolutions that have been approved by the Board, provided that written notice has been received by the President at least 28 days in advance of the meeting and such notice includes the proposed motion and a brief statement of reason for the motion.
- 3.14 A Member's Motion: A voting member in good standing, with support from a minimum of two other voting members in good standing, may propose a motion to be considered at a general meeting of the Members, provided that written notice has been received by the Executive at least 28 days in advance of the meeting and such notice includes the proposed motion, a brief statement of reason for the motion, and the names, positions and signatures of the authorized Officers of the voting members submitting the motion.
- 3.15 Speaking to a Motion: All members, including Directors of the Board, and all Authorized Representatives shall be entitled to speak to any motion presented at a meeting of the Members, subject to the direction of the Chair.
- 3.16 Chair of the Meeting: The President shall preside as Chair of all meetings of the members. If the President is unable or unwilling to act as Chair of the meeting, the Vice-President shall act as Chair of the meeting. If neither the President or Vice-President is present within 30 minutes after the start time of a meeting, any one of the other Directors present at the meeting shall preside as Chair.
- 3.17 Meeting Adjournment: The Chair may adjourn any meeting of the members with the consent of the voting members at the meeting. The adjourned meeting conducts only the unfinished business of that meeting. No notice is necessary if the meeting is adjourned for less than 30 days, after which the Society must give new notice.

Voting at Meetings of Members

- 3.18 Voting Members: Only Sub-Union Members and Club Members in good standing are entitled to vote at meetings of the Members.
- 3.19 Voting Allocation: Sub-Union Members are entitled to one vote each. Club Members will be awarded one vote for each of the following conditions being met up to a maximum of 3 votes in total:
- a) At least 10 Senior Men's players registered in the current membership year
 - b) At least 10 Senior Women's players registered in the current membership year
 - c) At least 10 Junior players registered in the current membership year.
- 3.20 Authorized Representatives of Voting Members: Rugby Alberta will recognise one Authorized Representative of a Voting Member to attend and act at a general or special meeting. An Authorized Representative may only represent one Voting Member at a meeting. A Rugby Alberta Board member or individual nominated for election to the Board may not be the Authorized Representative of a Voting Member.

ARTICLE 4 – GOVERNANCE OF THE SOCIETY

- 4.1. Subject to the *Societies Act* and these Bylaws, the Board governs the Society and shall oversee and supervise the management of Rugby Alberta's activities and internal affairs. The Board are accountable to the Members to ensure that the Society upholds and maintains its integrity, ethical standards, and its legal and financial obligations.
- 4.2. The voting members or any Director may call the Board or any Director to account for the general performance of the Board, or for any specific actions taken by any Officer on behalf of the Society, by petitioning the President.

Powers and Responsibilities

- 4.3. Powers: Except as otherwise provided in the *Act* or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions. Notwithstanding any powers that the Board may delegate, the Board always retains overall responsibility and authority for the affairs of Rugby Alberta.
- 4.4. Appointment of an Attorney: The Board exclusively may from time to time appoint any qualified and registered person to be the attorney of Rugby Alberta for such purposes, and with such powers, authorities, and discretions and for such period, and with such remuneration and subject to such conditions as approved by the Board.
- 4.5. Financial Powers: if authorized by the Board, Rugby Alberta may from time to time:
- a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;

- b) invest money in the manner and amount, on the security, with the sources and on the terms and conditions that the Board may determine; and,
 - c) sell, dispose of or mortgaging any or all the property of the Society.
- 4.6. Managing the Affairs: The Board will make and amend policies, rules, and operating procedures for managing the affairs of the Society in accordance with the Act and these Bylaws; will ensure the Members adhere to these policies, rules, and operating procedures, and will ensure Rugby Alberta complies with all passed resolutions of the Members made at general and special meetings of Rugby Alberta.
- 4.7. Conflict of Interest: Directors of the Board have a fiducial responsibility to act in the best interests of Rugby Alberta, and as such Directors will:
- a) not hold positions that could be perceived or deemed as a conflict of interest;
 - b) remove themselves from a meeting where a matter of discussion or a motion places the Director in a conflict of interest, returning to the meeting only after the matter or motion of conflict is complete; and,
 - c) ask any other Director to remove themselves from a meeting when a conflict of interest is evident for a matter of discussion or a motion being considered by the Board, returning to the meeting only after the matter or motion of conflict is complete.
- 4.8. Employment of Individuals: The Board may employ or engage under contract such individuals as it deems necessary to carry out assigned duties. The most senior staff member shall report to the President, or in the absence of the President, any other Officer. Employees and contractors will not have voting rights.
- 4.9. No Remuneration: All Directors, Officers and members of committees will serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with applicable policies approved by the Board.
- 4.10. Protection and Indemnity of Directors/Officers - Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

Composition of the Board

- 4.11. The Board of Directors of the Society will consist of a President, Vice-President, Treasurer and Directors-at-Large. At the invitation of the Board, the immediate Past-President may be appointed to the Board until the next annual general meeting.
- 4.12. The Board of Directors will also include one (1) appointed representative from each sub union including:
- Rugby Alberta Match Officials Association
 - Edmonton Rugby Union
 - Calgary Rugby Union
 - Alberta Junior Rugby Association

- 4.13. Size of the Board: The Voting Members may from time to time, by ordinary resolution, determine the number of Directors, but there shall be no fewer than five and no greater than 12 Directors.
- 4.14. Skills of the Board: Given the powers and responsibilities of the Board, Directors should possess at least one of the following skills or areas of expertise:
- a) Organizational leadership and good governance
 - b) Canadian and/or Alberta Law
 - c) Finance and accounting
 - d) Risk or crisis management and/or insurance
 - e) Not-for-profit organizations
 - f) Government and stakeholder management
 - g) Sponsorship, fundraising or philanthropy
- 4.15. Board Diversity: To the extent it is reasonably practical with available volunteers, Board composition will reflect diversity of personal and professional perspectives, including diversity in genders, ages, regions, ethnicities, abilities, and experiences of rugby. Furthermore, at least one Director must reside in:
- a) Edmonton;
 - b) Calgary;
 - c) Alberta excluding the areas described in (a) and (b) above.
- 4.16. Consecutive Terms: A Director may serve a maximum of three consecutive terms in any particular position, or four terms over a period greater than nine years. If a Director is appointed, that term may be finished, and the Director may serve three consecutive terms after being elected.

Nominating & Electing Directors

- 4.17. Individuals not Qualified: An individual is not qualified to be a Rugby Alberta Director if the individual:
- a) Is less than 18 years of age;
 - b) Has been found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - c) Has been found by RCMP to be denied clearance from a Vulnerable Sector Check at any time;
 - d) Has been convicted in or out of Alberta of an offence in connection with the promotion, formation or management of a Society or unincorporated entity, or of an offence involving fraud; or
 - e) Has had their Rugby Alberta membership terminated, or been disciplined or expelled in accordance with these Bylaws.
- 4.18. Nomination: Any nomination of an individual for election as a Director will be submitted in writing to the President not less than 40 days prior to the annual general meeting and will include a brief statement of suitability or resume of the nominee and written consent of the nominee. If the nominee is a current Director, the Director will indicate their intention for re-election not less than 60 days prior to the annual general meeting. To be considered for the President position, members will have sat as members of the Rugby Alberta Board of Directors for a minimum of one year previous to the vote taking place.
- 4.19. Confirmation of Nominees: Valid nominations will be circulated to the Members at least 21 days prior to the Annual General Meeting.

- 4.20. Election: At each annual general meeting, the voting members of Rugby Alberta shall elect or appoint the Directors to replace those Directors whose terms expire as of the date of such meeting. An election may be by acclamation or simple majority shown by voting entitlement or, if requested by a nominee or determined by the Chair, by secret ballot.
- 4.21. Board Vacancy: Should the position of a Director become vacant for whatever reason, the Board may, by simple majority vote of the Directors, appoint a qualified individual to fill the vacancy. A Director appointed by the Board to fill a vacancy ceases to be a Director at the next general meeting.

Resignation and Removal of Directors

- 4.22. Resignation: A Director may resign from the Board at any time by presenting a written notice of resignation to the Executive or the Board. The resignation will be effective on the day of receipt of the written notice. Where 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 consequence resulting from the disciplinary investigation action.
- 4.23. Vacate Office: The position of any Director will be vacated automatically if the Director:
- a) without reasonable explanation as determined by the Board, fails to attend two consecutive meetings of the Board;
 - b) is found by a court to be of unsound mind;
 - c) becomes an employee or contractor of the Society;
 - d) becomes unqualified to be a Director as outlined in these Bylaws; or
 - e) Upon the Director's death.
- 4.24. Removal: A Director may be removed by a Special Resolution of the voting members, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Meetings of the Board

- 4.25. The Board will meet at least four times per year, with at least one meeting scheduled to facilitate the annual general meeting in accordance with these Bylaws, and meetings of the Board may be held virtually or at the place, at the time and on the notice, if any, that the Board may determine by resolution from time to time.
- 4.26. Quorum: At any meeting of the Board of Rugby Alberta, quorum will consist of a majority of the Directors then in office.
- 4.27. Ordinary Resolution: Issues before the Board will be decided by Ordinary Resolution, where the Chair of the meeting does not vote. In the event of a tie, the Chair will cast a deciding vote. Voting will be by a show of hands unless a majority of the Directors request a secret ballot. A resolution in writing, signed by all Directors is as valid and effective as if regularly passes at a meeting of the Board.
- 4.28. Minutes: For all meetings of the Board, minutes shall be recorded and retained by Rugby Alberta.

Board Committees

- 4.29. Appointment and Powers of Executive Council: The Board may, by resolution, appoint an Executive Council, consisting of the President, Vice President, Treasurer, and any other Directors and/or any senior members of staff that the Board considers appropriate and this Committee has, during the intervals between meetings of the Board, all of the Directors' powers, except:
- a) The power to fill vacancies on the Board;
 - b) The power to change the membership of, or fill vacancies in, any committee of the Board; and
 - c) Such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.
- 4.30. Appointment and Powers of Other Board Committees: The Board may appoint other such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of other board committees.
- 4.31. General Procedures: Unless otherwise stated in the Committee's terms of reference, the following procedures will apply to the conduct of any Board Committee:
- a) Terms of Reference: The Board shall establish the terms of reference for Committees, making clear the delegation of any of the Board's power, duties, or functions to the Committee. Any change or removal to the authority given to a committee, or any change to the membership of a committee, are to be approved by the Board.
 - b) Chair: The Board shall appoint a Director to Chair a Committee of the Board.
 - c) Ex-officio Members: The President will be an ex-officio member of all Committees of the Society. A member of staff or contractor may be appointed to a Board Committee as an ex-officio member.
 - d) Committee Meetings: The Chair is responsible for calling at least three meetings of the Committee each year, providing at least 7 days notice. Meetings of the Committee may be held virtually or at the place, and at the time that the Chair may determine.
 - e) Quorum: Quorum for any Committee will be the majority of its voting members.
 - f) Vacancy: Should a vacancy occur on any Committee, the Board may appoint an individual to fill the vacancy for the remainder of the Committee's term, provided this individual satisfies any qualifications for membership of the Committee as specified in the Committee's terms of reference or these Bylaws.
 - g) Removal: The Board may remove any member it has appointed to any Committee.
 - h) Ordinary Resolution: Issues before the Committee will be decided by Ordinary Resolution, where the Chair of the meeting does not vote. In the event of a tie, the Chair will bring the resolution to the Board of Directors for a decision. Voting will be by a show of hands. A resolution in writing, signed by all voting members of the Committee is as valid and effective as if regularly passes at a meeting of the Committee.
 - i) Decisions of the Committee: The Board of Directors are not bound to any decision or recommendation of any Board Committee.
 - j) Reporting to the Board: The Chair is responsible for recording and presenting the minutes of Committee meetings to the Board.

ARTICLE 5 – OFFICERS

- 5.1. Appointing Officers: The Board, by Ordinary Resolution, may appoint a President, a Vice President, and a Treasurer from among the Directors. At the invitation of the Board, the immediate Past President may be an ex-officio member of the Executive Committee for one year after the termination of their presidency.
- 5.2. Officer Terms: An Officer of the Board shall be appointed for a two-year term immediately following an annual general meeting. An appointed Officer of the Board may serve no more than two consecutive terms, unless otherwise approved by ordinary resolution.

- 5.3. President: The President shall, when present, preside at all general meetings, and any meetings of the Board, sign all instruments which require the President's signature in accordance with these Bylaws or otherwise, interprets the Bylaws of the Society, acts as the representative of the Society, upholds the intent, values and purposes of the Society, is the main contact and representative to Rugby Canada, supervises the affairs of the Board and oversees the day-to-day operations of the Society.
- 5.4. Vice President: The Vice-President shall preside at all general meetings, and any meetings of the Board in the absence of the President, and
- 5.5. Treasurer: The Treasurer shall have banking, financial and risk management oversight of Rugby Alberta, ensure the required and appropriate financial records of the Society are properly and securely kept, is the main contact and representative to the appointed auditors of the Society,
- 5.6. Signing Authority: The appointed Officers shall have signing authority for all financial and contractual transactions conducted in the name of the Society. The Board may also designate specific staff members to have signing authority. The Board shall approve policies to address scope of authority and due process.

ARTICLE 6 – DISSOLUTION OF SOCIETY

- 6.1 Dissolution of the Society may only occur upon a 2/3 majority vote of all members of the Society present at a meeting called for such purpose. The meeting of the general membership will receive a full report on the activities of the Society, including a financial report. These reports must be given to the Board of Directors a minimum of five (5) days prior to the vote
- 6.1 If the Society is dissolved, any funds or assets remaining after paying all debts and liabilities will be donated to Rugby Canada.