The Edmonton Rugby Union By-Law #5

Originally founded 1891

Reorganized 1953 (Inc. 1966)

Revised January 30, 1978

Amended January 15, 1985

Amended October 9, 1991

Proposed Update November 29, 2025

1. Defined Terms

1.1 In these By-Laws and all other By-Laws of the Society, unless the context otherwise requires:

a) **"Act"** means the *Societies Act*, R.S.A. 2000, c. S-14, or any act substituted therefore, and the regulations made under the Act, all as amended from time to time;

b) "**Affiliated Clubs**" means [Describe];

c) "**Affiliated Universities**" means [Describe];

d) "**Associated Members**" means [Describe];

e) **"Audit Committee**" means the committee established in Article 11;

f) **"Board"** means the Board of Directors from time to time of the Society;

g) **"By-Laws"** means the by-laws of the Society from time to time in force and effect;

h) "**Colleges**" means [Describe]

i) **"Director"** means a member of the Board;

j) **"Executive Committee"** means the committee established in Article 10;

k) **"General Meeting"** includes an Annual General Meeting and a Special General Meeting;

l) "**Honorary Life Members**" means [Describe];

m) "**Member**" means Member Clubs, Affiliated Clubs, Associated Members, Honorary Life Members Referee's Societies, Rugby Clubs, Union Clubs and such other types of voting or non-voting memberships as may be established by the Board;

n) "**Member Clubs**" means [Describe]

o) **"Officers"** means the persons holding the following positions from time to time:

(i) President;

(ii) Vice-President - Administration;

(iii) Vice-President - Rugby;

(iv) Secretary;

(v) Treasurer; and

(vi) such other offices as the Board may from time to time determine;

p) "**Referees' Society**" means [Describe];

q) "**Rugby Clubs**" means [Describe];

r) "**Schools**" means [Describe];

s) **"Society"** and "**ERU**" means The Edmonton Rugby Union; and

t) "**Union Clubs**" means [Describe];

u) "**Senior Team**" means [Describe];

v) **"Special Resolution"** means:

(i) a resolution passed:

(A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

1.2 Any term used in the By-Laws that is defined in the Act has the meaning given by the Act.

2. Notices

2.1. When the Society is required by the By-Laws to give written notice, the notice may be given:

a) by mailing it in a postage-prepaid envelope to the last address notified by the addressee to the Society, in which case the notice will be considered to have been received on the seventh (7th) day after it was mailed;

b) by telecopying or emailing the notice to the last telecopier number or email address notified by the addressee to the Society, in which case the notice will be considered to have been received on the day it was telecopied; or

c) by delivering the notice to the last street address notified by the addressee to the Society, in which case the notice will be considered to have been received on the day it was delivered.

2.2. If the Society sends a notice or document to a particular addressee that is returned or rejected on three (3) consecutive occasions because the addressee is no longer at that address, telecopier number, or email address, then the Society is not required to send any further notices or documents to the addressee until a current and valid address, telecopier number or email address is provided by the addressee to the Society.

3. Name

3.1. The name of the Society is “THE EDMONTON RUGBY UNION”.

4. Seal

4.1. The seal of the Society shall be in the form approved by the Board from time to time. The President shall have custody of the seal, which may be affixed to documents signed on behalf of the Society by the President or by such other person or persons as may be specifically designated by the Board.

5. Affiliations

5.1. The ERU shall have power to belong to other societies or associations similar or beneficial to the ERU. Without restricting the generality of the foregoing, the ERU may be a member of the Alberta Rugby Union (“Rugby Alberta”) and/or the Canadian Rugby Union (“Rugby Canada”).

6. Membership

6.1. Classifications of Memberships.

The ERU may admit to membership, subject to the following, persons, associations organizations including Union Clubs, Affiliated Clubs, Referees' Society, Associated Members, Honorary Life Members, Affiliated Universities, Colleges or Schools

6.2. A Member Club.

Membership is open to any amateur rugby club or similar organization provided that:

a) A Senior Team regularly plays matches and has done so for two or more complete seasons. A Senior Team shall be defined as a team which pays the appropriate dues to the ERU.

b) It is administered by a Committee appointed by its members at a duly convened Annual Meeting.

c) It conforms with the Laws of the game of Rugby Football as laid down by the International Board (World Rugby), Rugby Canada, Alberta Rugby, and the Edmonton Rugby Union.

d) It has a permanent mailing address being either its premises or a postal box number.

e) It pays any fee required by the ERU.

f) It makes application in writing to the ERU and is proposed and seconded by two member clubs and is approved by a majority vote of approval at a general meeting.

6.3. An Affiliated Club.

Membership is open to any amateur rugby club or similar organization which plays its home matches in an area within the jurisdiction of the ERU provided that:

a) It complies with Clauses 4.2.2 to 4.2.6 inclusive and 4.5.1

b) The Affiliated Club pays any annual dues levied by the ERU. An Affiliated Club shall have the privilege to receive notice of and to attend all general meetings of the ERU but shall not have any voting rights.

6.4. A Referees Society.

Membership is open to any referees’ society in good standing provided that it complies with Clauses 4.2.2 to 4.2.6 inclusive.

6.5. An Associate Member.

Membership is open to any organization interested in the game of amateur rugby football provided that the Associate Member pays any annual dues levied by the ERU. An Associate Member shall have the privilege to receive notice of and to attend all general meetings of the ERU Members but shall not have any voting rights.

6.6. An Honorary Life Member.

a) At any General Meeting the Board may propose to the membership that any individual, because of their interest, support and service to the game and the ERU, be elected an Honorary Life Member. If elected by a simple majority such an Honorary Life Member shall have the rights of an Associate Member but shall pay no dues

b) All Life Members currently recognized by the ERU shall have the same privileges and rights as the new Honorary Life Members recognized in 4.6.1.

6.7. An Affiliated University, College, or School.

Any Affiliated Universities, Colleges and Schools may become an Affiliated Club provided that:

a) It has one or more rugby teams; and

b) It pays any annual dues levied by the ERU .

6.8. Other Memberships.

The Board may create other types of voting or non-voting memberships and shall establish and specify all necessary terms and conditions applicable to such memberships.

7. Conditions for Membership in Good Standing

7.1. A Member shall continue to be a Member and remain in good standing provided that:

a) It pays any annual dues levied by the ERU and pays any monies owing to the ERU by the Member within thirty days after receipt of notice that payment is due.

b) It continues to play, or be engaged in the administration of, or involved with the game of amateur rugby football.

c) It maintains a permanent mailing address and informs the ERU immediately of any change.

7.2. Members shall cease to be a member of the ERU:

a) By submitting to the ERU a written resignation, which shall be effective on the date specified in the resignation or, if there is no date specified, then upon receipt.

b) A Member shall be deemed to have withdrawn from the membership on the death of that member, or in the case of a legal entity, on the dissolution of such legal entity, or

c) The cancellation of the Members membership in the ERU by a majority vote of voting members at a General Meeting called for such purpose. In addition, the

Board may cancel the membership of any Member by majority vote if the Board, in the exercise of its absolute discretion, considers such cancellation to be in the best interests of the Society. In either case, the Member shall be given seven (7) days' written notice of the proposed cancellation and shall be afforded an opportunity to address the General Meeting or the Board, as the case may be, before the vote is taken. At that meeting, no one shall be present other than the Member; the Directors; any witnesses approved by the Chairperson or the President; and, in the case of a General Meeting, the voting Members, or

d) On having been a member not in good standing for twenty-four consecutive months.

7.3. Membership in the ERU is not transferable without the prior written consent of the Board, which may not be unreasonably or arbitrarily withheld.

8. Annual General Meeting

8.1. Time of Annual General Meeting.

The Annual General Meeting of the ERU shall be held each year during the period from November 1st to December 15th.

8.2. Notification.

All members of the ERU and all members of the Board shall be notified by the Secretary in accordance with Section 2 – Notices, at least 21 days in advance of the time, place. and agenda of the Annual General Meeting.

8.3. Voting Rights.

a) Persons entitled to vote at the Annual General Meeting and Special Meetings shall be:

(i) one representative, to a maximum of five, for each Member Club, based on the number of teams in good standing during the previous season as determined by the Board in their sole and unfettered discretion; and
(ii) one representative of each Referee's Society.

b) Persons entitled to make motions at the Annual General Meeting and Special Meetings shall be a Member Club, a Referee's Society and the President.

c) Motions will be circulated, in writing, not less than 21 days prior to the Annual General Meeting and Special Meetings to each party entitled to attend such meeting. Motions from the floor of a meeting will be allowed if consent to by 4 Member Club's.

d) Voting by proxy is not permitted unless the ERU deems that extraordinary or unprecedented circumstances apply.

e) Senior Teams from the same Member Club may appoint representatives to carry one vote each, providing the total number of votes does not exceed the number of votes outlined in 8.3(a)(i).

f) Each voting representative, before being entitled to vote, shall present to the ERU a written notice of their apportionment from the Member Club or Referee's Society, as applicable, which they represent.

g) Members of the Board other than the President shall be entitled to speak to motions.

h) Members of the Board shall only be entitled to vote on a motion where the Board member is:

a) The Chairperson of the Meeting as outlined in 8.4(c), or
b) Is a voting representative of a Member Club or a Referee's Society

8.4. Voting Procedures.

a) Voting shall be by show of hands, unless a secret ballot is requested by the representative of a Member Club or a Referee's Society.

b) All motions, unless otherwise required by the By-Laws, shall be decided by a simple majority.

c) In the case of an equality of votes the Chairperson of the Meeting shall have the deciding vote.

8.5. Quorum and Procedure.

a) The presence of voting representatives holding 51 per cent of the total number of authorized votes shall form a quorum.

b) Unless inconsistent with these By-Laws, procedure shall follow Robert's Rules of Order Newly Revised, 12th Edition (2020).

c) The President of the ERU elected at the previous Annual General Meeting shall be the Chairperson of the Meeting or in their absence a Vice President and in their absence a Chairperson shall be elected at the Meeting

9. Special General Meeting

9.1. Special General Meeting Requested by Members

The ERU shall convene a Special General Meeting upon receipt by the President of a requisition signed by not less than thirty (30%) percent of the Members entitled to vote at an Annual General Meeting in good standing, for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the ERU. If the President does not within twenty-one (21) days after receiving the requisition call a meeting, any Member who signed the requisition may call the meeting.

9.2. Special General Meeting Requested by the Board

The Board shall have the power at any time to convene a Special General Meeting for the purpose of considering or transacting special business identified by the Chairperson or by the Board.

9.3. Notification of the Special General Meeting

All members of the ERU and all members of the Board shall be notified in writing at least 21 days in advance of the date, place, and time of a Special General Meeting and of the business proposed to be transacted, such notice to be delivered in accordance with Section 2 – Notices.

9.4. Voting rights, Procedures and a Quorum

At any Special General Meeting the voting rights, procedures and quorum shall be the same as described for an Annual General Meeting in Clauses 8.3, 8.4 and 8.5.

10. Appointment and Removal of Officers

10.1. Officers

The ERU shall be directed by an Executive Committee which shall consist of the following officers:

a) President
b) Vice President - Administration
c) Vice President - Rugby
d) Treasurer
e) Secretary
f) Directors:
    (i) Senior Rugby

(ii) Junior Rugby
(iii) Discipline
(iv) Communications

g) Members at Large, as deemed necessary for the effective functioning of the Board to a maximum of four in instances where four Directors are not elected, for 1-year terms.

h) The Immediate Past President shall be an officer of the ERU.

10.2. Responsibilities of Officers

a) The President shall:

(i) be ex officio a member of every committee;
(ii) act at all times in accordance with the lawful directives of the Board;
(iii) endeavour to preside at all meetings of the Society, its Board and its Executive Committee;
(iv) cause to be brought to the attention of the Executive Committee, if any, and, if the President considers appropriate, the Board, all matters affecting the business of the ERU and its operations;
(v) provide such instructions to the Officers and Directors as the President considers necessary;
(vi) from time to time, with the concurrence of the Executive Committee, if any, approve the formation of committees of the ERU and prescribe their functions and limitations and appoint persons to serve thereon and appoint the Chairperson, provided that each appointment to membership on each committee, including the appointment as Chairperson, shall cease and determine on the day before the next Annual General Meeting;
(vii) be an official spokesman for the ERU, except that the power to make public pronouncements may be delegated to a member of the ERU by the President subject to such terms and conditions as the President may prescribe.
(viii) do all other things as may be reasonably required by the Board in order to maintain the highest quality of operations of the ERU, it being understood that the President may delegate the keeping of books and records, minutes and other property of the ERU to the Secretary as the President sees fit.

b) The Secretary shall:

(i) be responsible for the filing of all documents prescribed by the Act and by the Canada Customs and Revenue Agency in order to maintain the registration of the Society as a society;
(ii) ensure that all necessary appointments of signing officers for banking and borrowing documentation are made from time to time by the Board;
(iii) keep such books, records and minutes of meetings as the President may direct;
(iv) be responsible for the safekeeping of the seal and all documents of the Society;
(v) give notices of meetings when requested to do so by the President; and
(vi) perform such other duties as the President or the Chairperson may from time to time direct.
(vii) maintain minutes of meetings of the Society, its Board and its Executive Committee, if any, and in that capacity the President shall be clerk of the meetings and may obtain and utilize the services of a stenographer who, in the absence of a contrary direction from a Chairperson, may attend such meetings;

c) The Treasurer shall:

(i) be responsible for the maintenance of all required books of account and financial records;
(ii) be responsible for the coordination of the preparation of the annual audit;
(iii) establish and maintain adequate systems for the control of all expenditures;
(iv) maintain the ERU within the expenditures of the accepted budget, as amended or altered from time to time by the Executive Committee (if any), or the President, acting lawfully;
(v) establish and maintain adequate systems to ensure that the funds of the ERU are properly received, adequately protected, and properly deposited and accounted for in accordance with generally accepted accounting principles;
(vi) prepare or have prepared under direction the proposed budget and business plan and present them to the Board for approval or amendment;
(vii) endeavour to assist the President in such other areas of financial control as the President may require; and
(viii) perform such other duties as the President may from time to time direct.

d) Other Officers

The other Officers of the ERU shall do all things reasonably required of them by the Board or the President for the better functioning of the ERU.

10.3. All officer positions are subject to re-election after two years. The President and Vice-President - Administration will be elected in the even years. Vice-President - Rugby, Treasurer, and Secretary will be elected in the odd years.

10.4. The Directors at Large, Director – Senior Rugby, Director – Junior Rugby, Director - Communications and Director - Discipline are subject to re-election after two years. Director - Senior Rugby and Director - Discipline will be elected in the even years. Director - Junior Rugby and Director - Communications will be elected in the odd years.

10.5. The Referee's Society representative on the board will be the President of the Referee's Society or their designate.

10.6. The President of the ERU or their designate shall be the Edmonton representative on the Rugby Alberta Board.

10.7. Powers of the Board

The Board shall administer and control all of the affairs of the ERU and shall have full power to take such action, including the investment of the ERU funds, as it shall consider necessary to achieve the objects of the ERU, subject to any limitations placed upon it by the membership at a General Meeting. Except with the written consent of 80 percent of the members entitled to vote on the issue, the Board of Directors shall not authorize the ERU to:

a) take or institute any proceedings for the winding up, reorganization or dissolution of the ERU;

b) amalgamate or merge with any person or organization;

c) increase or decrease the authorized or issued capital of the ERU or alter its capital structure in any way except as specifically required by this agreement;

d) enter into any financial commitment of any type whatsoever including, without limitation, any purchase, sale, lease, loan, borrowing or expenditure where such financial commitment, individually, is in excess of the sum of Fifty Thousand ($50,000) Dollars; or

e) purchase, lease or otherwise acquire any interest in land.

10.8. Vacancies on the Board

Any vacancy occurring during the year on the Board, for any reason, may be filled by the Board appointing a replacement until the next Annual General Meeting.

10.9. Voting Rights at Board Meetings

Each of the Directors of the Board shall be entitled to vote at any meeting of the Board.

10.10. Voting Procedures at Board Meetings

a) Voting shall be by a show of hands unless a secret ballot is requested by any one of the Directors.

b) All motions, unless otherwise required in these By-Laws, shall be decided by a simple majority.

c) In the case of an equality of votes, the Chairperson of the Meeting shall have the deciding vote.

10.11. Quorum and Procedure at Board Meetings

a) A quorum at all meetings of the Board shall be 50 percent of the voting Directors of the Board.

b) Unless inconsistent with these By-Laws, procedure at meetings shall follow Roberts Rules of Order Newly Revised, 12th Edition (2020).

c) The President will appoint a member of the board to take minutes and save them in the ERU files.

10.12. Nomination of Directors and Officers

a) Prior to Annual General Meeting each year the Board shall appoint a Committee to obtain nominations for positions on the Board that will be vacant. Nominations from the floor may also be accepted each year for the Officers listed in 10.1

b) The chief electoral officer appointed at the meeting shall conduct the elections at the Annual General Meeting and shall present the names of Officers and Directors nominated for election to the meeting.

c) Nominations may be accepted from the floor at the Annual General Meeting for any position provided:

(i) the nomination is made by a Member Club of a Referee's Society
(ii) the nominee, if present, indicates his/her willingness to stand for office

(iii) the nominee, if not present, has had a Member Club or Referee's Society submit his/her written consent to stand for office to the meeting.

d) The elections shall be decided by a simple majority and in case of an equality of votes the Chairperson shall be entitled to and shall give a deciding vote.

10.13. Removal from Office

a) The members may, by special resolution at either a General Meeting or a Special General Meeting, remove any officer or director before the expiration of their term of office and may elect a successor to complete the term of office.

b) An officer or director who misses three consecutive meetings without prior written notice and valid cause may be removed from office by a majority vote of the Board. The officer shall be notified in writing and have an opportunity to address the Board before the vote is held.

11. Exercise of Borrowing Power

11.1. To carry out the purposes of the ERU the Executive Board may, on behalf of and in the name of the ERU, raise or secure the payment or repayment of money in such manner as they decide, subject to the terms and conditions of these Bylaws.

11.2. The Member Clubs and the Referee's Society may by Special Resolution restrict the borrowing powers of the Executive Board.

12. Duties of the Board Officers

12.1. The duties of the officers and directors of the Board shall be defined in the ERU Policies and Procedures Manual.

13. Committees

13.1. The Board, or the President, may if they consider it necessary appoint standing or subcommittees to which may be delegated such specific objectives as they consider proper.

13.2. Such committees may:

a) be delegated specific powers by the Board or the President in order to obtain their objectives, such powers not to exceed those of the Board or the President.

b) be required to consider and make recommendations regarding their objectives to the Board or the President.

14. Termination of Existence

14.1. In the event of the dissolution of the ERU, all assets, after the discharge of the liabilities and payment of all debts, any remaining money or assets of the ERU shall be distributed as follows:

a) If the game of amateur rugby football is being played in Edmonton or within 25 miles of the boundaries of Edmonton at the time of dissolution, liquidation or winding up, the assets of the ERU shall be distributed for the purpose of advancing the game of amateur rugby football;

b) If amateur rugby football is no longer being played in Edmonton or within 25 miles of the boundaries of Edmonton a the time of dissolution, liquidation or winding up, the assets of the ERU shall be distributed or disposed of for the purposes of advancing amateur sport or to charitable organization or to other organizations, the objects of which are beneficial to the community.

15. Interpretation of the By-Laws

15.1. Any difference of opinion which may arise as to the meaning of any part of the By-Laws shall be resolved by the Chairperson at a General Meeting. Such resolution shall be deemed to be the meaning of that part of the By-Laws until such time as the majority of members voting at a General Meeting otherwise direct.

16. Amendment of the By-Laws

16.1. The By-Laws may be rescinded, altered or added to by a Special Resolution of the Members of the Society at a meeting of the Members of the Society called for that purpose.

17. Remuneration

17.1. Subject to the powers of the Board or the Executive Committee, if any, to determine remuneration for employees, agents or consultants, no person shall be entitled to any remuneration by reason of being a Director or Officer of the ERU, except that the Directors may, by resolution, award special remuneration to any Director or Officer in undertaking any special services on the ERU's behalf other than the routine work ordinarily required of a Director or Officer of the Society. The confirmation of any such resolution by the Voting Members shall be required. The Directors, Officers and employees shall also be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the ERU.

18. Books and Records

18.1. The books and records of the ERU shall be audited annually. The selection of an auditor shall take place at the Annual General Meeting of the Edmonton Rugby Union. The books and records of the Edmonton Rugby Union may be inspected by any member of

any member club at the Annual General Meeting or upon giving reasonable notice and arranging a time, satisfactory to the Treasurer. Each member of the Union committee shall at all times have access to such books and records.

19. Indemnity

19.1. No Director or Officer, or former Director or Officer, shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or act of conformity, or for any loss, damage or expense happening to the ERU through the insufficiency or deficiency of title to any property acquired by the ERU or for or on behalf of the ERU, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the ERU are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any monies, securities or effects are lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the ERU, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director or Officer, unless it has happened by or through the failure of that Director or Officer to exercise the powers and to discharge the duties of office honestly and in good faith with a view to the best interests of the ERU, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any Director or Officer is employed by or performs services for the ERU otherwise than as a Director or Officer or is a member, a director or an officer of a firm or a body corporate that is employed by or performs services for the ERU, that fact shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

19.2. Subject to the limitations contained in the Societies Act, the ERU shall indemnify a Board member or Officer, a former Board member or Officer, or a person who acts or acted at the ERU's request as a Board member or Officer of a Society of which the ERU is or was a member or creditor, or a person who undertakes or has undertaken any liability on behalf of the ERU or any such Society, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or proceeding to which they are made a party by reason of being or having been a Board member or Officer of the Corporation, or undertaking or having undertaken any liability on behalf of the Corporation or any such body corporate, if;

a) they acted honestly and in good faith with a view to the best interests of the ERU; and

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

20. <u>Counterpart</u>

20.1. These by-laws may be signed in two or more counterparts which together, in either original or electronic form, shall constitute one instrument.

Dated: _____

These By-Laws were adopted by the Members at a General Meeting of the ERU held _____ and were endorsed by the following noted Board Members:

President
Vice-President - Administration
Vice-President - Rugby
Treasurer
Secretary
Director - Senior Rugby
Director - Junior Rugby
Director - Discipline
Director – Communications