



RUGBY MANITOBA

BYLAWS

Proposed for November 2021.

Article 1 General

1.1 These by-laws relate to the general conduct of the affairs of Rugby Manitoba, a corporation incorporated under the Manitoba Corporation Act and referred to as the “Corporation” in these by-laws.

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

- a). **Act** – The Manitoba Corporations Act.
- b). **Ad-hoc Committee** – any committee, other than a Standing Committee, established by the Board to perform a certain task.
- c). **Auditor** – an individual appointed by the Board of Directors to audit the books, accounts and records of the Organization for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Organization.
- d). **Board** – the Board of Directors of the Organization.
- e). **Constitution** – the Constitution of the Organization, as filed with the Registrar and comprising a statement of the Organization’s purposes.
- f). **Director** – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g). **Member** – shall include all categories of membership pursuant to these Bylaws.
- h). **Member In Good Standing** – a Member of the Organization who has paid his dues, has not ceased to be a Member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of the Organization.
- i). **Officer** – an individual elected or appointed to serve as an Officer of the Organization pursuant to these Bylaws.
- j). **Ordinary Resolution** – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
- k). **Provincial Organization** – an organization having a Province-wide mandate and profile and which is incorporated as a Organization or corporation in the Province of Manitoba.
- l). **Registrar** – the Manitoba Registrar of Companies, or any successor or replacement agency.
- m). **Representative** – an individual appointed by a Provincial Member or an Associate Member to represent that Member’s interests at meetings of the Members or at meetings of the Board, as the case may be.
- n). **Special Resolution** – a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given.



o). **Standing Committee** – any standing committee that may be established by the Board

1.3 **Rulings on By-Laws:** Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear.

Article 2 Governance

2.1 **Board Composition** – The Board of Directors shall be comprised of an Executive and a General Committee as follows:

Executive Committee

Past President
President
Vice President
Treasurer
Secretary

General Committee

The Executive Committee
And six (6) Directors / Members at Large

Powers of the Organization – Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has the powers of the Organization and may delegate any of its powers, duties and functions.

2.2 **Managing the Affairs of the Organization** – The Board may make policies and procedures for managing the affairs of the Organization in accordance with the Act, the Constitution and these Bylaws.

2.3 **Discipline** – The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

2.4 **Dispute Resolution** – The Board may make policies and procedures relating to management of disputes within the Organization and all disputes shall be dealt with in accordance with such policies and procedures.

2.5 **Employment of Individuals** – The Board may employ such individuals, as it deems necessary to carry out the work of the Organization.

2.6 **Election and Appointments of Directors and Officers** –

All Directors and Officers shall be elected for a two (2) year term. Nominations for election may be made up to 7 days in advance of an election. Candidates do not have to be present to be eligible for election, but must indicate their willingness to stand, in writing, in a form satisfactory to the Chairman (President).



In the event of there being no candidates for election to a position or of a vacancy occurring on the Board of Directors the Board may appoint a Member or a representative of a Club Member to fill any such vacancy for the balance of the term for that position.

Election of Officers (President, Vice President, Secretary, Treasurer)

The position of President and Secretary shall be filled by election at Annual General Meetings held in even numbered years.

The position of Vice-President and Treasurer shall be filled by election at Annual General Meetings held in odd numbered years.

Election of Directors. (6 Directors / Members at Large)

The Director / Member at Large positions will be filled by election at Annual General Meetings held each year. Three Directors positions will be up for election each year.

Directors will be elected by group ballot sheet, with the three candidates receiving the highest number of votes being elected. The election of Directors will be held after the election of Officers, and any nominations for Officers will be automatically added to the Directors ballot sheet in the event that they are not elected to an Officer position.

Resignation and Removal of Directors:

2.7 **Resignation** – A Director may resign from the Board at any time by presenting his notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board.

2.8 **May not Resign** – A Director may not resign from the Organization when the Member is subject to a disciplinary investigation or action of the Organization.

2.9 **Vacate Office** – The office of any Director shall be vacated automatically if the director, without reasonable excuse, fails to attend three consecutive meetings of the Board.

Meetings of the Board:

2.10 **Number of Meetings** – The Executive Committee shall hold at least 9 meetings per year, one of which must be a budget meeting.

The General Committee shall attend at least 4 meetings a year (February, May, August and October), one of which must be a budget meeting.

In the event a specific individual of the General Committee is requested to attend an Executive Committee meeting, this will not count towards the requirement of attending 4 meetings a year.



2.11 **Call of Meeting** – The meetings of the Board shall be at the call of the Chair, or at the call of the Secretary if 51% of Directors make a written request to the Secretary to call a meeting.

2.12 **Notice** – The Secretary shall provide written notice of Board Meetings to all Directors at least 7 days prior to the date of the meeting.

2.13 **Quorum** – A quorum for an Executive Committee meeting shall be three (3). A simple majority of directors present is required for the General Meetings.

2.14 **Chair** – If the President is absent from the meeting, the Vice-President shall preside over the meeting. If both the President and Vice-President are absent from the meeting, the Chair shall be selected from among the remaining Directors by those present at the meeting.

2.15 **Voting** – Voting shall be by show of hands unless a majority of Directors approve a secret ballot. Questions will be decided by a majority vote, where the Chair shall not vote except in the event of a tie vote, in which case he shall cast the deciding vote.

2.16 **Remote Meetings** – A meeting of the Board may be held by conference call. Where any Director is unable to attend a meeting, that Director may participate in the meeting remotely. Directors who participate in a meeting by conference call or telephone are considered to have attended the meeting.

Titles and Duties of the Board:

2.17 **Governance Training** - The Full Board of Directors will meet annually after the Annual General Meeting and review governance and policies. This meeting shall take place in January on or before the first Board of Directors meeting of the new year.

If a Director or Officer has been elected outside of the Annual General Meeting, it shall occur with a meeting with the Executive Director within two months of appointment.

2.18 **Election of Directors and Officers** – Officers shall be elected by the Members at the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected.

Directors will be elected by group ballot sheet, with the three candidates receiving the highest number of votes being elected. The election of Directors will be held after the election of Officers, and any nominations for Officers will be automatically added to the Directors ballot sheet in the event that they are not elected to an Officer position.

In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie shall be determined by drawing lots. The position of Past-President will automatically be filled by the outgoing President.

2.19 **Length of Term** – Each Director shall be elected for a two-year term and no Director shall serve more than two consecutive two-year terms in the same position.



2.20 **Vacancy** – where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Director’s term.

2.21 **Removal** – A Director may be removed by Special Resolution of the Members present at a General Meeting, provided the Director has been given notice of and the opportunity to be present and to speak at such a meeting.

2.22 **Committees** – The Board has the right to recruit individuals to form committees as the need arises.

2.23 **Remuneration** – All Directors, Officers and Members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

2.24 **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 Organization shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Any member elected to a club executive (or association) shall not be eligible to serve on the Executive Committee. Club Presidents shall be allowed to serve as a Director for Rugby Manitoba.

Article 3 Meetings of Members

3.1 All meetings of Rugby Manitoba Inc. shall be conducted in accordance with Roberts Rules of Order, except where modified by this constitution. Meetings shall be open to all, but in no case shall a non-Member or non-Delegate sponsor any motions or participate in any vote

3.2 All meetings of Rugby Manitoba Inc. shall be held in Manitoba or such other location as Members and Club Members may from time to time select

3.3 General Meetings

General Meetings may be called by the Board of Directors or upon written request of Members or Club Members controlling at least 51% of total membership votes. Such written requests shall be addressed to the Secretary and shall include the precise wording of any motion(s) to be presented for consideration at the meeting.

Within 14 days of receipt of a written request in accordance with previous paragraph, the Secretary shall advise Members and Club Members of the time, place and agenda for the General Meeting, together the precise wording of any motion(s) to be presented for consideration at the meeting; such meeting to be held no sooner than 14 days nor any later than 28 days from the date of notice.



Members and Delegates controlling at least 51% of total votes shall constitute a quorum for a General Meeting. Members and Delegates shall be present at a General Meeting in order to vote. No Member or Delegate may vote under more than one membership category. A simple majority of votes cast at a General Meeting shall be required for a motion to pass except for motions sponsored under Article 7
The Chairman of the meeting shall not vote except in the event of a tie vote, in which case he shall cast the deciding vote

3.4 Annual General Meeting

An Annual General Meeting shall be held in the month of November each year.

The Secretary shall advise Members and Club Members of the time, place of the meeting at least twenty one (21) days prior to the Annual General Meeting.

The Secretary shall advise Members and Club Members of the agenda and the precise wording of any motions to be considered at least fourteen (14) days prior to the Annual General Meeting

Members and Delegates controlling at least 51% of total votes shall constitute a quorum for an Annual General Meeting.

Members and Delegates shall be present at an Annual General Meeting in order to vote. No Member or Delegate may vote under more than one membership category.

A simple majority of votes cast at an Annual General Meeting shall be required for a motion to pass except for motions sponsored under Article 7

The Chairman of the meeting shall not vote except in the event of a tie vote, in which case he shall cast the deciding vote

The Agenda for the Annual General Meeting shall consist of:

- Approval of the minutes of the previous Annual General Meeting and of any General Meeting(s) held in the preceding year
- An annual report from the President
- An annual report by the Treasurer, including the audited financial statements for the previous fiscal year
- An annual report from the Executive Director
- Election of the Board of Directors
- Review of the program planned for the current year together with its associated budget
- Motions for consideration

Article 4 Finance & Management

4.1 The funds of Rugby Manitoba Inc. shall be deposited with any Chartered Bank, Credit Union or Trust Company as determined by the Board of Directors

4.2 The fiscal year shall be April 1st to March 31st the following year



4.3 A budget estimate of planned revenues and expenditures for the current fiscal year shall be prepared and explained at the Annual General Meeting held in that year. This forecast shall include a schedule of assessments on Members and Club Members which shall be subject to review and approval at that meeting

4.4 Members and Club Members shall pay all, approved annual assessments promptly on demand and in all cases shall pay all outstanding accounts by December 31s in each fiscal year

4.5 Signing authority for the expenditure of funds shall consist of at least two members of the Executive Committee.

4.6 The signing officers may, subject to resolution of the Board, borrow funds and give security on behalf of Rugby Manitoba Inc. A separate resolution shall be required for every occasion that new borrowing is required

4.7 The financial records shall be reviewed at least once annually by an auditor appointed by the Board of Directors for that purpose. The auditor shall be asked to comment on the accuracy of the records and the controls employed to ensure only authorized expenditures are made, and his report shall be presented to Members at the Annual General Meeting immediately following the fiscal year end

Article 5 Amendment of Bylaws

5.1 The Bylaws may be amended at any General Meeting of Rugby Manitoba Inc.

5.2 Proposed amendments shall be submitted to the Secretary and forwarded to Members and Club Members in accordance with Article 4 of the constitution.

5.3 The Board of Directors of Rugby Manitoba may amend the by-laws at any Board of Directors meeting. The secretary shall provide all by-law changes to the clubs within 7 days of approval.