ANTEDILUVIANS RUGBY FOOTBALL CLUB
BYLAWS

PART 1 - PREAMBLE

1.1 The Society

The name of the Society is the Antediluvians Rugby Football Club, which may also be known or referred to as the Antediluvians RFC or the Society.

PART 2 - DEFINITIONS

2.1 In these Bylaws, the following words have the following meanings:

2.1.1 **Board of Directors** is the Board of Directors of the Society as elected in Part 6, which may also be known as the Board or the Executive Committee.

2.1.2 **Board Meeting** is a meeting of the Board of Directors.

2.1.3 **Bylaws** refers to the Bylaw of this Society, as amended.

2.1.4 **Director** means a Member of the Board of Directors.

2.1.5 **Meeting of the Society** means the Annual General Meeting and any General Meeting.

2.1.6 **Member** is an individual member of the Society as defined in Part 3.

2.1.7 As per 1.1, the **Society** is the Antediluvians Rugby Football Club.

2.1.8 **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

DRAFT

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.

2.2 In the interpretation of these Bylaws, unless context requires otherwise:

2.2.1 The singular includes the plural and vice versa.

2.2.2 Including means “including, but not limited to”.

2.2.3 Headings are in bold type and are included only for convenience.

2.2.4 These Bylaws must be interpreted broadly and generously under the principle of liberal interpretation. Their purpose is to enable and ensure orderly and consistent governance of the Association.

DRAFT

PART 3 - MEMBERSHIP

3.1 Types of Membership in the Society are:

- Honourary Life Membership
- Playing Membership
- Social Membership

3.2 Requirements of Membership

3.2.1 It is a continuing condition of any Member that the Member supports the objectives of the Society.

3.2.2 A Member who is in good standing is a voting Member of the Society and eligible to hold office or belong to a committee.

3.2.3 A Member is responsible for ensuring they are in good standing with Rugby Canada, Rugby Alberta, the Edmonton Rugby Union, any other applicable sub-unions or rugby teams or clubs.

3.3 Honourary Life Membership

Upon the recommendation of the Board, Honourary Life Membership may be conferred on a Playing Member or Social Member, in recognition of that person’s contributions to the Society, by approval of a majority of the Members in good standing in attendance at an Annual General Meeting.

3.4 Playing Membership

Playing Membership may be accorded to a person desiring full participation in the Society who has paid the applicable annual fees and meets applicable Masters rugby requirements as defined by Rugby Canada.

3.5 Social Membership

Social 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 paid the applicable annual fee.

3.6 Member in Good Standing

A Member is in good standing if:

- Their fees are current;
- They are not suspended;
- They are otherwise compliant with these bylaws and the policies of the Society; and
- They are in good standing with Rugby Canada, Rugby Alberta, the Edmonton Rugby Union, and any other applicable sub-unions or rugby teams or clubs.

3.7 Resignation

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

3.8 Expulsion

3.8.1 Upon a majority vote of the Board, any Member may be expelled from membership for any cause which the Board may deem reasonable.

3.8.1.1 When the cause for an expulsion has been resolved to the satisfaction of the Board, a Member may be reinstated by majority vote of the Board.

3.8.2 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.

3.9 Suspension

3.9.1 If any Member is in arrears for fees or assessments for any such year, the Member shall be automatically suspended at the expiration of six months from the due date of the fees or assessments and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

DRAFT

3.9.2 The Board by majority vote may suspend any Member pending the investigation or resolution of any matter that could result in expulsion.

3.9.2.1 Suspension of membership remains in effect until terminated by the Board or the matter of expulsion is formally resolved.

3.9.2.2 The Member shall be given written notice promptly of the suspension.

3.9.2.3 A Member under suspension is not in good standing.

3.10 Grievances

3.10.1 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 (14) days of the incident.

3.10.2 The President will 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.

3.11 Appeals

3.11.1 Any appeal is subject to the Arbitration subsection of the *Societies' Act*.

3.11.2 An application for arbitration must be filed with the Board within four days of the resolution of the Board or of the Society.

3.11.3 The arbitrator must be independent and impartial.

3.11.4 The decision of the arbitrator is final.

3.12 Playing on Teams

Any person who plays on one of the Society's rugby teams must be a Playing Member or Honourary Life Member of the Society, in good standing, or a person who is a member of a team or club sanctioned by Rugby Canada and applicable sub-unions.

DRAFT

PART 4 – FEES

4.1 Membership without Fees

No fee is payable by Honourary Life Members.

4.2 Membership Fees

4.2.1 The annual membership fees for Playing Memberships and Social Memberships shall be determined by the Board and announced prior to the start of a season.

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

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

PART 5 - MEETINGS OF THE SOCIETY

5.1 Annual General Meeting

5.1.1 The Society shall hold an Annual General Meeting of the Members within three (3) months following the end of each fiscal year, at a date and time determined by the Board of Directors, in accordance with the *Societies Act*.

5.1.2 At this meeting, the Members shall elect Director of the Society in accordance with section 6.2. Directors so elected shall form the Board and shall serve until their successors are elected and installed.

5.1.2.1 The President, Secretary, Director of Women's Rugby, and Men's Club Captain shall be elected to a two-year term, ending in odd-numbered years. The Vice-President, Treasurer, Director of Men's Rugby, Women's Club Captain shall be elected to a two-year term, ending in even-numbered years. Directors-at-Large shall be elected to a one-year term.

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

5.1.2.3 Any vacancy occurring during the year shall be filled at the next general meeting provided it is so stated in the notice calling the meeting.

5.1.2.4 Any Member in good standing shall be eligible to any office in the Society.

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

DRAFT

5.3 **Special Meetings** shall be held when a minimum of twenty Members or twenty percent of the 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.

5.4 Notice

5.4.1 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 Members in good standing.

5.4.1.1 Members are responsible for maintaining current contact information with the Society.

5.4.2 Twenty-one days notice shall be given of Annual General Meetings and General Meetings; ten days notice shall be given of Special Meetings.

5.5 **Quorum** for a Meeting of the Society is twenty Members in good standing of the Society or twenty percent of the Members in good standing of the Society, whichever is fewer.

5.6 Voting

5.6.1 Each Member in good standing present, except the person chairing the Meeting, has one vote.

5.6.2 Unless otherwise decided at the Meeting, voting shall be by show of hands, except for contested elections, which shall be by secret ballot.

5.6.3 Unless otherwise provided in these bylaws, elections and resolutions are decided by a simple majority of the vote cast.

5.6.4 In the event of a tie the person chairing the Meeting shall decide the issue.

5.6.5 The Society will not accept votes by proxy.

5.7 Chair

The President shall, when present, preside over all meeting of the Society and of the Board. In the President's absence, the Vice-President shall preside as Chair over any such meetings. In the absence of the President and the Vice President, the other Directors present shall designate a Director to chair over any such meetings, and in the absence of any Directors the Members in good standing present shall elect one of their number to chair any such meeting.

DRAFT

PART 6 – BOARD OF DIRECTORS

6.1 Board of Directors

6.1.1 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.

6.1.2 A person appointed or elected a Director becomes a Director if:

- they were present at the meeting when being appointed or elected, and did not refuse the appointment;
- they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten days after the appointment or election; or
- they acted as a Director pursuant to the appointment or election.

6.2 Composition of the Board of Directors

6.2.1 The Board shall, at minimum, consist of the following Directors:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director of Men's Rugby
6. Director of Women's Rugby
7. Men's Club Captain
8. Women's Club Captain

6.2.2 The Society may elect additional Directors designated as Directors-at-Large at an Annual General Meeting. Directors-at-Large are optional positions and shall not be required to meet the minimum Board composition established under Section 6.2.1.

6.2.3 Any elected Members-at-Large shall have the same voting rights, duties and responsibilities as other Directors, subject to these Bylaws.

6.3 President

The President shall be ex-officio a member of all Committees. The President shall, when present, preside over all meetings of the Society and of the Board, in accordance with section 5.7.

DRAFT

6.4 Secretary

6.4.1 The Secretary will attend all meetings of the Society and of the Board, and keep accurate minutes of the same.

6.4.2 In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

6.4.3 The Secretary shall keep a record of all the Members of the Society and their email addresses and send all notices of the various meetings as required.

6.4.4 The Secretary shall be responsible for preparing, coordinating and submitting all annual returns and other required corporate registry filings in accordance with the Societies Act. All such filings shall be reviewed and approved by both the President and Vice-President prior to submission.

6.4.5 In the event that the Secretary, President or Vice-President is unable to fulfill their responsibilities under Section 6.4.4, the Board may designate another Director to perform those duties.

6.5 Treasurer

6.5.1 The Treasurer shall collect and receive all monies paid to the Society and be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.

6.5.1.1 The Sergeant at Arms shares responsibility with the Treasurer to collect Member fees and must turn over all such fees to the Treasurer to be deposited per 6.5.1.

6.5.2 The Treasurer shall properly account for the funds of the Society and keep such books as may be directed.

6.5.3 The Office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of Directors so decides.

6.5.4 The Treasurer shall prepare, or oversee the preparation of, the Society's annual financial statements and provide all necessary financial information to support the Society's annual regulatory filings. The Treasurer shall present the annual financial statements to the Members at the Annual General Meeting in accordance with Section 7.3.

DRAFT

6.6 Past President

6.6.1 The outgoing President shall have the option to serve as Past President for a term of one year, subject to the approval of the incoming President and the Board of Directors. The term shall commence upon the election of the new President and end at the next Annual General Meeting.

6.6.2 The Past President shall serve in an advisory capacity to the President and Board of Directors, providing continuity, guidance and support as requested.

6.6.3 The Past President shall not be a Director, shall have no voting rights at Board meetings, and shall not count toward quorum at. They shall retain all voting rights associated with their membership in the Society.

6.6.4 Upon completion of their one-year term, the Past President shall be eligible for election to any voting position on the Board of Directors, subject to the eligibility requirements of these Bylaws.

6.7 Committees of the Board

6.7.1 The Board may constitute standing committees for any purpose useful to the functioning of the Society.

6.7.2 Unless otherwise specified by the Board in constituting a committee, the membership and chair of the committee shall be determined by the committee.

6.7.3 The committee chair shall keep the Board informed of the committee's activities.

6.8 Board Meetings

6.8.1 Meetings of the Board shall be held as often as required but at least once every three months and shall be called by the President.

6.8.1.1 Meetings may be held in person or virtually as long as notice of location is provided when the meeting is called.

6.8.2 A Board Meeting may also be called on the instructions of any two Directors provided they request the President in writing to call such a meeting and state the business to be brought before the Meeting.

6.8.3 The Board shall be informed of a Board Meeting in writing by the President or the Secretary no fewer than seven days prior to the Meeting being held.

DRAFT

6.8.3.1 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.

6.8.4 A majority of elected Directors constitutes a quorum for a Board Meeting.

6.8.5 Board Meeting minutes are available to Members of the Society and can be requested from the Secretary.

6.8.6 Any Member of the Society is entitled to attend Board Meetings as an observer; however, the Board may move in camera to discuss confidential matters.

6.8.6.1 Observers may not participate unless invited and may be removed for disruptive conduct.

6.9 Conflicts of Interest

6.9.1 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.

6.9.2 A Director shall disclose to the President any potential conflict of interest. In the event that the President has a potential conflict, it will be disclosed to the Vice-President.

6.9.3 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;
b) request the resignation of the Director in question; or
c) remove the Director from their position by majority vote of the Board.

6.9.4 A Director shall not approve any payment to an immediate relative from the Society.

6.9.5 A Director shall not be involved in suspension or expulsion decisions that relate to an immediate relative.

6.9.6 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.

DRAFT

6.10 Suspension and Removal

6.10.1 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.

6.10.2 Suspensions shall take place at a Meeting of the Board.

6.10.3 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.

6.10.4 The Board shall advise the Members of the Society in writing within fourteen (14) days of the suspension of a Director.

6.10.5 Any Director, upon a majority vote of all Members in good standing at a Meeting of the Society or by vote of two-thirds of the remaining Directors, may be removed from office for any cause which the Society may deem reasonable.

6.10.6 If the Board's decision to suspend or remove a Director 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. In such case, the term of the Director shall continue as though the suspension or removal had not occurred, expiring as initially contemplated.

6.11 Indemnify and Hold Harmless

6.11.1 The Society shall indemnify and hold harmless its Directors, former Directors, and their heirs and legal representatives against any and all third party claims, demands, actions or costs (including legal costs on a solicitor-client basis) for which the Society is legally responsible, including those arising out of negligence or willful acts by the Society, including an action by or on behalf of the Society provided that:

a) They acted honestly and in good faith with a view to the best interests of the Society;
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 the conduct was lawful or were acquitted; and
c) They gave notice to the Society of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the Society in the defense of the action or proceeding to such extent as may be reasonable in the circumstances.

DRAFT

6.11.1.1 No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraudulent, dishonest or in bad faith.

6.11.1.2 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

PART 7 – FINANCIAL

7.1 Funds

7.1.1 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.

7.1.2 All payments made by the Society shall require authorization from two (2) Board authorized Directors. Cheques shall require two (2) signatures, while electronic payments may be authorized by email or other forms of electronic communication.

7.1.3 A record shall be maintained by the Treasurer for all petty cash expenditures.

7.2 Fiscal Year

The fiscal year of the Society in each year shall end on October 31st.

7.3 Auditing

7.3.1 At each Annual General Meeting, the Members shall appoint two (2) Members, who are not Directors or signing officers, to audit the Society's financial records for the ensuing fiscal year.

The Auditors shall review the financial records and present a signed report and the audited financial statements at the next Annual General Meeting.

The Members may appoint an independent professional auditor by majority vote or where required by law or a funding agreement.

7.3.2 On behalf of the Board, the Treasurer shall present the audited financial statements, setting out the Society's income, disbursements, assets and liabilities for the preceding fiscal year at the Annual General Meeting.

DRAFT

7.3.3 The books and records of the Society, including financial records, minutes, and documents of incorporation, may be inspected by any Members of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each Member of the Board shall at all times have access to such books and records.

7.4 Borrowing Power

The Society shall not borrow money for any reason, other than to establish an independent facility for the Society. The power of the Society to borrow money shall only be exercised upon a special resolution at a Meeting of the Society.

7.5 Remuneration

7.5.1 No Director or Member shall receive any remuneration for services performed on behalf of the Society unless authorized at a Board Meeting.

7.5.2 Reasonable expenses incurred will be reimbursed upon:

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

7.6 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 Edmonton and the surrounding area for the sole purpose of advancing the game of rugby union football.

PART 8 – OTHER OFFICIAL MATTERS

8.1 Amending the Bylaws

The Bylaws may only be amended, altered or rescinded by special resolution of the Society's Members of good standing.

8.2 Contracts and Agreements

8.2.1 The Society's signatories on contracts and agreements shall be two Board-authorized Directors.

8.2.2 The area of responsibility of one of the Directors shall include the subject matter of the contract or agreement.

DRAFT

8.3 Registered Office

8.3.1 The registered office of Antediluvians RFC is located in Alberta at the address established by the Board, being:

23360 Twp Rd 524A, Sherwood Park, AB, T8A 4S7

8.3.2 Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Corporate Registry.

8.4 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 another person authorized by resolution of the Society.

8.5 Custody and Use of the Seal of the Society

8.5.1 The Society may have a corporate seal in the form approved by the Board.

8.5.2 The Society's seal will be used as authorized by resolution of the Board or Members where required.

8.5.3 The President or Treasurer shall maintain custody of any seal of the Society.

DRAFT