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THE EDMONTON RUGBY UNION
CONSTITUTION/BY-LAWS
ORIGINALLY FOUNDED 1891
REORGANIZED 1953 (Inc. 1966)
REVISED JANUARY 30, 1978
AMENDED JANUARY 15, 1985

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1. NAME
 - 1.1 The name of the Society is "THE EDMONTON RUGBY UNION," referred to as the ERU.

2. OBJECTS & BYLAWS
 - 2.1 The objects of the Society shall be:
To administer, control, organize, encourage and promote all aspects of the game of Rugby Football in Central and Northern Alberta at Mini, Junior and Senior levels for both males and females.
 - 2.2 To develop programs that will improve the standard and quality of play, coaching and officiating of amateur rugby football for all age levels.
 - 2.3 To plan, organize and coordinate the various matches, competitions, programmes and activities among the member clubs and associated junior levels.
 - 2.4 To encourage fair competition and arrange matches and tours for Representative sides and any other matches which the ERU may deem necessary.
 - 2.5 To obtain income to cover all the annual costs of operating the various activities of the ERU.
 - 2.6 To assist member clubs and recognized affiliates so far as possible in the obtaining of playing fields and facilities.

3. AFFILIATIONS
 - 3.1 The ERU shall have power to belong to other societies or associations similar or beneficial to the ERU, and the ERU may be a member of the Alberta Rugby Union.

4. MEMBERSHIP
 - 4.1 Classifications of Memberships
The ERU may admit to membership, subject to the following, persons, associations or organizations including Union Clubs, Affiliated Clubs, Referees' Society, Associated Members, Honourary Life Members, Affiliated Universities, Colleges or Schools.

MEMBER ORGANIZATIONS

4.2 A Member Club

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

- (1) 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.
- (2) It is administered by a Committee appointed by its members at a duly convened Annual Meeting.
- (3) It conforms with the Laws of the game of Rugby Football as laid down by the International Board, the Canadian Rugby Union, the Alberta Rugby Union, and the Edmonton Rugby Union.
- (4) It has a permanent mailing address being either its premises or a postal box number.
- (5) It pays any fee required by the ERU.
- (6) 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.

4.3 An Affiliated Club

- (1) Membership is open to any Rugby club which plays its home matches in an area within the jurisdiction of the ERU provided that:
 - It complies with Clauses 4.2.2 to 4.2.7 inclusive and 4.5.1.
- (2) The affiliate member club pays any annual dues levied by the Board. An Affiliate Member 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.

4.4 A Referees Society

Membership is open to any referees' society in good standing provided that:

- it complies with Clauses 4.2.2 to 4.2.7 inclusive.

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4.5 An Associate Member

1. Membership is open to any organization interested in the game provided that:

The associate members pay any annual dues levied by the Board.

An Associate Member shall have the privilege to receive notice of and to attend all general meetings of the ERU but shall not have any voting rights.

4.6 An Honourary Life Member

- (1) At any General Meeting the Board may propose to the membership that any individual, because of his interest, support and service to the game and the ERU, be elected an Honourary Life Member. If elected by a simple majority such an Honourary Life Member shall have the rights of an Associate Member but shall pay no dues.
- (2) All Life Members currently recognized by the ERU shall have the same privileges and rights as the new Honourary Life Members recognized in 4.6.1

4.7 An Affiliated University, College or School

- (1) Any university, college, high school or junior high school in central and northern Alberta may become an affiliated member provided that:
 - a) it has one or more rugby teams.
 - b) it pays annual dues that may be approved by the ERU Board.
- (2) Such affiliated organizations shall have the same rights as an affiliated member as outlined under 4.3.(2)

5. CONDITIONS FOR MEMBERSHIP IN GOOD STANDING

- 5.1 A member organization, union club, affiliated club or referees' society shall continue in membership and remain in good standing provided that:
 - (a) It pays the annual dues fixed each year by the ERU and pays any monies owing to the ERU within a reasonable time after receipt of notice from the Treasurer.
 - (b) It continues to play, or be engaged in the administration of, or involved with the game of amateur rugby football.

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

5.2 Persons, clubs, associations or organizations shall cease to be a member of the Union:

- (1) By delivering a resignation in writing to the Secretary, or by mailing or delivering it to the address of the ERU, or
- (2) On his/her death, or in the case of associations or organizations, on dissolution, or
- (3) On being expelled, or
- (4) On having been a member not in good standing for twenty four consecutive months.

6. ANNUAL GENERAL MEETING

6.1 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.

6.2 Notification
All members of the ERU and all members of the Board shall be notified in writing by the Secretary at least 21 days in advance of the time, place and agenda of the Annual General Meeting.

6.3 Voting Rights
(1) Persons entitled to make motions and to vote shall be:

- a) one representative, to a maximum of five per club, for each member club, based on the number of teams in good standing during the previous season.
- b) one representative of each member referees society.

N.B. Motions will be circulated, in writing, no later than 14 days prior to a special or annual general meeting to each member organization. Floor motions will be allowed if co-signed by 4 club presidents or their designates.

- (2) Voting by proxy is not permitted. Senior teams from the same club may appoint representatives to carry one vote each, providing the total number of votes does not exceed the number of votes as outlined in 6.3.1 (a).
- (3) Each voting representative, before being entitled to vote, shall

present to the Secretary a written notice of his/her appointment from the member organization which he/she represents.

- (4) Any member of the Board shall be entitled to speak to but shall not be entitled to make motions or to vote, except:
 - a) in the case of the Chairman of the Meeting only as outline in 6.4.3., or
 - b) a member of the Board who is a voting representative as described above in Clause 6.3.1.

6.4 Voting Procedures

- (1) Voting shall be by show of hands, unless a secret ballot is requested by any one voting representative.
- (2) All motions, unless otherwise required by the By-Laws, shall be decided by a simple majority.
- (3) In the case of an equality of votes the Chairman of the Meeting shall have the deciding vote.

6.5 Quorum and Procedure

- (1) The presence of voting representatives holding 51 per cent of the total number of authorized votes shall form a quorum.
- (2) Unless inconsistent with these By-Laws, procedure shall follow Roberts Rules of Order Newly Revised (1970).
- (3) The President of the ERU elected at the previous Annual General Meeting shall be the Chairman of the Meeting, or in his/her absence a Vice President and in his/her absence a Chairman shall be elected at the Meeting.

7. SPECIAL
GENERAL
MEETING

7.1 Special General Meeting Requested by members

The Secretary of the ERU shall convene a Special General Meeting if at any time he/she receives a requisition to that effect signed by not less than 30 percent of the voting membership.

7.2 Special General Meeting Requested by the Board

The Board shall have the power at any time to convene a Special General Meeting for the transaction of such business as it considers necessary or expedient in the interests of the ERU, including

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proposals for revision of the objects and By-Laws.

7.3 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.

7.4 Voting rights, Procedures and a Quorum at any Special General Meeting shall be as described for an Annual General Meeting in Clauses 6.3, 6.4 and 6.5.

8. APPOINTMENT AND REMOVAL OF OFFICERS

8.1 Officers

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

(1) Officers elected at the Annual General Meeting

- a) President
- b) Vice President/Administration
- c) Vice President/Rugby
- d) Treasurer
- e) Secretary

All above positions are subject to re-election after two years.

f) Six directors to be elected at large. Three of the six directors shall be elected at each Annual General Meeting for a two-year term. At the first annual general meeting the Union President and Vice President/Administration shall be elected for two years and the Vice President/Rugby, Treasurer, and Secretary for one year. The three directors with the highest vote count shall be elected for two years, the others for one year and thereafter all directors and officers shall be elected for a two year period.

(2) Officer elected by the member referee societies

Referees' representative to the Board elected by the Referees' Society.

(3) Alberta Rugby Union Directors

The Alberta Rugby Union directors which the ERU provides shall be elected at the Annual General Meeting for the varying terms available. The President of the ERU

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is automatically a voting member of the Alberta Rugby Union Board. At the first annual general meeting four Alberta Rugby Union directors shall be elected. The director with the highest number of votes shall be elected for three years, the director with the second highest number of votes for two years, and the directors with the lowest number of votes for one year. Thereafter all ARU directors shall be elected for a three year period.

- (4) Other Officers
 - a) Immediate Past President
 - b) ERU Schools rugby nominee
- (5) Individuals deemed necessary for the effective functioning of the Board to a maximum of 3.

8.2 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 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 per cent 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 Twenty Five Thousand (\$25,000) Dollars; or
- e) purchase, lease or otherwise acquire any interest in land.

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8.3 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.

8.4 Voting Rights at Board Meetings

All the aforementioned Directors of the Board, except any paid employee and excluding those officers described in 8.1.5., shall be entitled to vote at any meeting of the Board.

8.5 Voting Procedures at Board Meetings

- (1) Voting shall be by a show of hands, unless a secret ballot is requested by any one voting representative.
- (2) All motions, unless otherwise required in these By-Laws, shall be decided by a simple majority.
- (3) In the case of an equality of votes, the Chairman of the Meeting shall have the deciding vote.

8.6 Quorum and Procedure at Board Meetings

- (1) A quorum at all meetings of the Board shall be one-half of the voting Directors of the Board.
- (2) Unless inconsistent with these By-Laws, procedure at meetings shall follow Roberts Rules of Order Newly Revised (1970).

8.7 Nomination of Officers

- (1) Prior to Annual General Meeting each year the Board shall appoint a Committee to obtain nominations each year for the following officers:
 - a) President
 - b) Vice President/Administration
 - c) Vice President/Rugby
 - d) Treasurer
 - e) Secretary
 - f) 3 directors whose terms expire
 - g) any other director, including Alberta Rugby Union directors, whose position has become vacant since the last Annual General Meeting
- (2) 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.

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- (3) Nominations may be accepted from the floor at the Annual General Meeting for any position provided:
 - a) the nomination is made by a voting member.
 - b) the nominee, if present, indicates his/her willingness to stand for office.
 - c) the nominee, if not present, has a voting member submit his/her written consent to the meeting.
- (4) The elections shall be decided by a simple majority and in case of an equality of votes the Chief Electoral Officer shall be entitled to and shall give a deciding vote.

8.9 Removal from Office

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 his/her term of office and may elect a successor to complete the term of office.

- 9. EXERCISE OF BORROWING POWERS
 - 9.1 In order 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.
 - 9.2 The members may by special resolution restrict the borrowing powers of the Executive Board as outlined in 8.2.
- 10. DUTIES OF THE BOARD OFFICERS
 - The duties of the officers and directors of the Board shall be defined in the ERU Policies and Procedures Manual.
- 11. COMMITTEES
 - 11.1 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.
 - 11.2 Such Committees may:
 - (1) 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.
 - (2) be required to consider and make recommendations regarding their objectives to the Board or the President.

12. DISCIPLINE
AND DISPUTES

- 12.1 The Board shall have the power to discipline:
- (1) any member club team or club official
 - (2) any player, referee, touch judge or spectator.
 - (3) any officer of the Board
 - (4) any employee or individual member of the ERU.
 - (5) any member of a visiting club or team.

For infringement of any ERU By-Law, Law of the Game or for any conduct or behaviour which in the opinion of the Board is prejudicial to the interest of the ERU or the Game.

- 12.2 The Board may act as a discipline committee or the President may appoint and delegate a separate discipline committee composed of members of the Board and/or others to administer discipline.

- 12.3 The discipline committee shall have the power to:

- (1) determine its own procedure and what evidence it will hear with the exception of player discipline on the field, in which case the current ERU discipline procedure as outlined in the ERU Policies and Procedures Manual will apply.
- (2) call witnesses, hear representations, and may at its own discretion hear statements from any other person or persons relating to the incident in question.
- (3) proceed in the absence of the accused party if satisfied that such party has had sufficient notice of the time and place of the hearing.
- (4) decide upon what action, if any, is to be taken. A decision of the majority of the committee shall be the decision of the committee.

- 12.4 The Board may delegate its power of discipline for:

- (1) all matches and activities under its jurisdiction.
- (2) all club and representative matches.
- (3) all matches with visiting clubs or teams except the Board shall:
Hear and rule on appeals against the disciplinary decisions of its own discipline committee.

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12.5 Misconduct

A person or party is subject to any one of the following:

- (1) An absolute discharge: wherein no further action is to be taken and the proceedings not referable in any subsequent hearing.
- (2) A conditional discharge: wherein no action is to be taken but the incident is recorded and may be taken into account in any subsequent proceedings.
- (3) Fine: wherein the accused party is required to pay a fine in money.
- (4) A period of suspension: wherein the accused party is prohibited from playing and/or taking part in the administration of the game of rugby for a specified period of time and may be required to comply with additional terms and conditions.
- (5) Expulsion: wherein the accused party is prohibited from playing and/or taking part in the administration of the game of rugby and is expelled from membership.

12.6 Appeals

- (1) The discipline committee may take disciplinary against any member club or individual member of such club for actions that are deemed detrimental to the sport of amateur rugby football. Any disciplinary action taken may be appealed to the full committee of the Edmonton Rugby Union, and if satisfaction is still not received, to the Board of Directors of the Alberta Rugby Union.

12.7 No club or player shall knowingly play in any match with any suspended or expelled club or player or in any fixture with a club which has been formed by members of one suspended or expelled by the Board.

12.8 Expulsion

A member may be expelled by a special resolution passed by three quarters of the voting members present at a Special General Meeting.

12.9 The discipline committee must examine any written discipline complaint brought to its attention within 14 days.

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13. TERMINATION
OF EXISTENCE

- 13.1 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 at 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 organizations or to other organizations, the objects of which are beneficial to the community.

14. INTERPRE-
TATION OF
THE OBJECTS
AND BY-LAWS

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

15. AMENDMENT
OF THE
OBJECTS AND
BY-LAWS

- 15.1 The Objects and By-Laws shall only be amended at the Annual General Meeting or at a Special Meeting called expressly for the purpose.
- 15.2 Suggested amendments must be proposed and seconded by two members and submitted in writing to the Secretary not later than 28 days before the meeting at which the proposed amendment is to be presented.
- 15.3 Notice of the suggested amendments must be sent by the Secretary to all members and members of the Board with the notice of the General Meeting.
- 15.4 No motion proposing the amendment of these Objects or By-Laws shall be passed unless it receives the consent of a two-

thirds majority of the votes at a General Meeting.

- 16 REMUNERATION 16.1 There shall be no remuneration of officers, directors or members.
- 17 BOOKS AND 17.1 The books and records of the Edmonton Rugby Union 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 at any other 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.
- 18 INDEMNITY 18.1 Subject to the limitations contained in the Societies Act, the ERU shall indemnify a Boardmember or Officer, a former Boardmember or Officer, or a person who acts or acted at the ERU's request as a Boardmember 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 his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or proceeding to which he is made a party by reason of being or having been a Boardmember or Officer of the Corporation, or undertaking or having undertaken any liability on behalf of the Corporation or any such body corporate, if;
- (a) he 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, he had reasonable grounds for believing that his conduct was lawful.

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19 ELLERSLIE RUGBY
PARK

The Edmonton Rugby Union acknowledges that it holds title to 10950 Ellerslie Road, Edmonton (Plan 2146 T.R., Block 2, Lot 22) as trustee for the benefit of Ellerslie Rugby Park Incorporated only, and that the Edmonton Rugby Union will transfer title to the property for One (\$1.00) Dollar to Ellerslie Rugby Park Incorporated forthwith upon written notice from Ellerslie Rugby Park Incorporated of its request for transfer of title. This Resolution is irrevocable.
Nb: Transfer of title includes all encumbrances.

DATED _____.

These Objects and Bylaws were adopted by the Members at a General Meeting of the ERU held _____ and was signed by the following noted Board Members:

President
Vice President/Administration
Vice President/Rugby
Past President
Treasurer
Secretary
Registrar
Chairman of Referees
Schools Nominee
Director
Director
Director
Director
Director
Director

Subsequently, the Registrar of Companies of the Province of Alberta issued a Certificate of Incorporation under the "Societies Act" on the _____.

Registration Number: _____.

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