

BY LAWS AND CONSTITUTION

OF THE

BROCK RUGBY FOOTBALL CLUB INC.  
(est. 1978)

Revised November, 2023.

A by-law relating generally to the transaction of the business and affairs of the Brock Rugby Club Inc.

Be it enacted as a by-law of the Brock Rugby Club Inc.

The name of the organization shall be Brock Rugby Club Inc. hereinafter called the corporation.

The corporation shall at all times be under the jurisdiction of the Toronto Rugby Union and the Ontario Rugby Union.

The objects of the Corporation shall be:

(A) To promote the game of Rugby Football in Brock Township and surrounding districts.

(B) To provide facilities and leadership for the development of Junior Rugby.

(C) To provide a better understanding of the physical and social benefits derived from involvement in Rugby Football.

(D) To educate and instruct local players in the skills and strategies of Rugby Football.

(E) To promote and organize events involving other organizations for the betterment of the community.

(F) For the attainment of the above objects, to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise and kind of real or personal property whether or not the same may be in the form on investments in which Trustees are authorized to invest trust funds and to enter into and carry out agreement, contracts and undertakings and incidental thereto.

### **Head Office**

1. The head office of the Corporation shall be in the region of Durham and at such place therein as the Directors may from time to time determine.

### **Board of Directors**

2. The affairs of the Corporation shall be managed by a Board of Directors, each of whom at the time of his/her election shall be a member in good standing of the Corporation. Any future reference to a member shall also mean a member in good standing.

Nominations for the election to the Board shall be made by any two members with consent of the nominee to serve on the board. All members must be registered with Rugby Canada with three (3) months of being elected to the board.

The Directors shall be elected at the annual general meeting and serve for a term of two years from the date of their election or until the second annual general meeting after such date, whichever occurs first. The President, Registrar and 2 additional board members (not officers) for the year 2023 shall be elected for a one year term.

The election will be by a show of hands unless a ballot be demanded by any member. A simple majority of the members present at the meeting will be required to elect a member to the board.

The members of the Corporation may remove a director from office before the end of the term by passing a resolution at a general meeting (including the annual general meeting) with a two thirds majority of the members at the meeting voting for the resolution by a ballot. A new director may be elected with a simple majority by a show of hands unless a ballot is demanded by a member. The general meeting can be called by the President of the Corporation when presented with the request to call a general meeting in writing signed by a least five members. The intention to pass the resolution must be given to the President at the time the written request is presented and the members must be told of the reason of the general meeting in advance. If the President is the target of the resolution another Board member can call a general meeting by the same method. The request signed by five members or the notice of intent to pass a resolution to remove a Director is not necessary if the resolution is presented at the annual general meeting.

### **Vacancies**

3. Vacancies, on the Board of Directors, however caused, may be filled by the Directors from members, if they see fit to do so, otherwise such vacancy shall be filled at the next annual general meeting.

### **Quorum and Meetings, Board of Directors**

4. A majority of the Directors present shall form a quorum (with a minimum of three required) for the transaction of business/ The Board of Directors may hold its meeting at such place or places as it may determine from time to time. No formal notice of any meeting shall be required if all directors have been notified even if all cannot attend providing there is no written objections signed by at least two directors presented to the President at least twenty-four hours prior to the meeting date. The notice of such meetings shall be given to the directors at least seventy-two hours before the meeting is to take place. The meetings will be called by the President or failing that by at least two other members of the Board of Directors.

### **Errors in Notice, Board of Directors**

5. Nor error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **Voting, Board of Directors**

6. Questions arising at any meeting of the Directors shall be decided by a majority of the Directors present. In the case of an equality of votes, the President, in addition to his/her original vote, shall have a second or casting vote. The vote will be by a show of hands unless a ballot is demanded by any Director. A declaration by the President that a resolution has been carried and entry into the minutes to that fact shall be prima facie evidence of the fact. In the absence of the President, his/her duties may be performed by another Director as agreed to by a majority of the Directors present.

### **Powers**

7. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract with the Corporation may lawfully enter into and, as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogation from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. The Directors may pass a by-law regulating the conditions and qualifications of the membership and expulsion of members.

### **Remuneration of Directors**

8. The Directors shall receive no remuneration for acting as such.

### **Officers of The Corporation**

9. There shall be a President, Vice President, Secretary, Treasurer and Registrar and such other officers as the Board of Directors may determine from time to time. The board will consist of no less than four directors and no more than nine. One person may hold more than one office except the office of President. All Directors will be elected by the members at the annual general meeting with a simple majority vote.

### **Duties of the President**

10. The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charge with the general management and supervision of the affairs of the Corporation. During the absence or inability of the President another board member may take his/her place as decided by a majority of the Board members.

### **Duties of the Secretary**

11. The Secretary shall be the official clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors. He/she shall be the custodian of all books, papers and records of the Corporation and he/she shall deliver up when directed to do so by a resolution of the Board of Directors. He/she shall perform such other duties as may from time to time be determined by the Board of Directors.

### **Duties of the Treasurer**

12. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his transactions as Treasurer and of the financial positions of the Corporation. He/she may also perform other duties as may from time to time be determined by the Board of Directors.

### **Duties of the Registrar**

13. The Registrar shall be responsible for the setup of the club registration system with Rugby Ontario or the jurisdiction having authority. The setup must occur a minimum of 60 days before the start of the men's league. The registrar will be responsible for working with the members as required to resolve any issues, working with Rugby Ontario to ensure the system meets all requirements and to provide a monthly update (starting May 1<sup>st</sup> and ending Aug 1<sup>st</sup> of the calendar year) on the registration data (a complete list of all those registered to date, by age group).

### **Duties of Other Officers**

14. The duties of all other officers of the Corporation shall be determined by the President, Vice President, Secretary, Treasurer, and Registrar and for such a time as they deem necessary.

### **Execution of Documents**

15. Deeds, transfers, licenses, contracts and engagements on the behalf of the Corporation shall be signed by any two of the following: President, Vice President, Secretary, Treasurer or Registrar.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the President, Vice President, Secretary, Treasurer or Registrar or by any person authorized by the board.

## **Books and Records**

16. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any applicable statute are regularly and properly kept.

## **Membership**

17. Membership in the Corporation shall consist of the following three classes:

a. Senior Member

Any member of the Corporation nineteen years of age and over who has paid full membership dues to the Corporation with the intention of playing Rugby for one of the senior teams.

b. Junior Member

Any member of the Corporation under nineteen years of age who has paid junior membership dues to the Corporation with the intention of playing Rugby for one of the junior teams. Under nineteen years of age is defined as under 19 years of age as of January 1<sup>st</sup> in the year the member is participating in junior Rugby. A junior player may also play for the senior team (as the discretion of the coach and/or Directors) and will be required to pay on the junior dues.

c. Social Member

Any member of the Corporation who pays a social membership to the Corporation for the purpose of participating in social functions, but has not intent to play the game of Rugby for any of the teams.

d. Alumni Member

Any member of the corporation who has previously played for the club and pays the Alumni membership.

Members may resign at any time in writing to any member of the Board of Directors and the resignation will be effective upon such notification.

A member shall remain liable for payment of any assessment or other sum owed to the Corporation prior to his/her resignation.

## **Dues**

18. Members shall pay such annual dues as are set by the Board of Directors from time to time. The dues will be determined but not restricted to the following:

- (a) the cost of dues payable to any governing unions which the Corporation is a member of.
- (b) the cost of liability insurance.
- (c) the cost of ongoing running of the game including but not limited to, referees, uniforms, maintenance, and any other costs as set forth from time to time by the Board of Directors.

Members shall be required to pay the annual dues to the Treasurer or any other member as designated by the Board of Directors in a timely fashion. The Board reserves the right to terminate membership in the Corporation or disqualify a member from participating in the game of Rugby for non-payment of dues.

Any member who has not paid their dues for the year by the annual general meeting or who has not made arrangements to pay those dues with the Treasurer at the meeting shall have their voting privileges revoked.

Any increase in dues from the previous year must be approved by a majority of the members at the annual general meeting.

### **Annual General Meeting**

19. The annual general meeting of the members shall be held at the head office of the Corporation or such place within the province of Ontario as the Board of Directors shall determine. It shall take place between the end of the playing season and the end of January in the following year.

At any general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements shall be presented and a Board of Directors elected as required. The members may consider and transact any business either special or general without any notice thereof at the annual general meeting.

### **General Meeting**

20. The President or two other members of the board may call a general meeting of the members for the express purpose of hearing a resolution to remove a member of the Board of Directors. Said meeting must be called in accordance with the regulations in section two.

The President or any two members of the Board may call a general meeting to present or discuss any matter which may come up from time to time which is of an urgent nature and cannot wait until the annual general meeting.

This matter must be of a nature as to affect the majority of members and the Board feels it requires a consensus of the members before taking action.

### **Error of Omission in Notice of AGM**

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting to the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting. For the purpose of sending notice to any member or Director the last address recorded on the books shall be taken to be correct.

### **Voting of Members**

22. Members of the Corporation will not be entitled to any vote at any Board of Directors meeting and will not be entitled to any notice of such meetings. They will be entitled to attend any such meeting and take part in the proceedings.

Members in good standing shall be entitled to one vote at the annual general meeting or any special general meeting which may be called from time to time. The vote must be taken in person (no proxy allowed) at the annual general meeting. Written proxys will be allowed at a special general meeting (including the annual general meeting) called for the purpose of passing a resolution to remove a Board member.

At all meetings of the members (excepting a meeting called to remove a Director) every question shall be decided by a majority of the votes of the members present in person with a show of hands unless a ballot is demanded by a member.

### **Financial Year**

23. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30<sup>th</sup> day of November in each year.

### **Disbursement of Funds**

24. All cheques, bills of exchange or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two of the following Directors, President, Vice President, Secretary, Treasurer or Registrar. The Board of Directors at it's sole discretion may allow the Treasurer to handle payment of the on going and everyday bills of the corporation with his/her signature alone. This privilege may be removed at any time by a majority of the Board of Directors present at any meeting.

### **Notice**

25. Whenever under the provisions of the by-laws of the corporation, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or public letter box in a postpaid, sealed wrapper addressed to the director, officer or member at their address as the same appears on the books of the corporation.



A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforementioned or if telephoned shall be held to be sent when the same was connected to the member, officer or director. For the purpose of sending any notice the address of any member, director or officer shall be his/her last address as recorded on the books of the Corporation.

### **Borrowing**

26. The Directors may from time to time:

- a. Borrow money on the credit of the Corporation.
- b. Issue, sell or pledge securities of the Corporation.
- c. Charge, mortgage, hypothecate, pledge all or any of the real personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, officer or member of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and so to the securities to be give therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the corporation.

### **Discipline**

27. The Board of Directors or any person assigned by the Board may take disciplinary action against any member for actions contrary to the laws or spirit of the game of Rugby or which are considered detrimental to the game of Rugby.

### **Changes and Additions to The By-Laws**

28. Changes, deletions, or additions to these by-laws may be made at the annual general meeting of the Corporation or at a special meeting called for that purpose. Formal notice is to be made to the President and Secretary at least one week before the meeting of any proposed changes. Changes, deletions or additions can only be made by a 2/3 majority of the members present.

### **Interpretation**

29. In this by-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa and reference to persons shall include firms and corporations.