

## **SCHEDULE A**

### **BYLAWS**

#### **BYLAW NO. 1**

##### **A bylaw in relation to the regulation of the affairs of the Corporation.**

###### **Article I: Name**

The corporation is and shall be called the “Prince Edward Island Rugby Union Inc.” (hereinafter referred to as the PEIRU).

###### **Article II: Objects and Purposes**

The objects of the PEIRU shall be:

- a) To promote, administer, encourage and develop the sport of rugby union at all age levels throughout Prince Edward Island;
- b) To enhance the skills and standards of all members, including but not limited to players, coaches, managers, and officials;
- c) To expand and improve the social activities of the PEIRU membership;
- d) To enter into any arrangements with any authorities: federal, provincial, municipal, local or otherwise, which are conducive to the association’s objectives and to obtain from any such authority any rights, privileges or concessions deemed necessary, and to carry out, exercise or comply with any such arrangements of rights, privileges or concessions;
- e) To purchase, hold, own, sell, lease, mortgage, acquire or deal in any real estate or personal property, or any rights, powers, privileges, or franchises that are deemed necessary to the attainment of the objectives of the corporation;
- f) To enter into any arrangement, undertaking or agreement with any persons, corporation or authority that may seem conducive to the association in attainment of its objectives including acquiring assets of any kind; and
- g) To do all such other acts or things as are incidental or conducive to the attainment of the objects and to exercise all and every power set forth in Section 15(1) of the Companies Act R.S.P.E.I. 1988, Cap., C-14.

###### **Article III: Mailing Address**

The PEIRU shall be in membership with the Canadian Rugby Union. The permanent mailing address of the PEIRU shall be:

PEI Rugby Union  
40 Enman Crescent  
Charlottetown, PE  
C1E 1E6

## **BYLAW NO. 2**

### **A bylaw pertaining to the governance of the Corporation.**

#### **Article I: Composition of the Board of Directors**

The affairs of the PEIRU shall be administered by the PEIRU Board of Directors (hereafter for the purpose of this document called the "Board"). The Board shall be comprised of the following positions to be elected to the Executive of the Board:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer
- 5) Director of Rugby
- 6) Director(s) at Large

#### **Article II: Size of the Board of Directors**

The Board shall be comprised of no fewer than 3 directors and no more than 8 directors. Board positions may be vacant provided at least 3 directors remain on the Board.

#### **Article III: Voting**

At Board meetings each of the Board members shall have one vote and the President shall have a casting vote in case of a draw.

#### **Article IV: Quorum**

Meetings can only be convened when no fewer than 50% of board members plus one (1) board member are present to form a quorum.

#### **Article VII: Meeting of the Board of Directors**

Meetings of the Board shall be held as often as the business of the PEIRU may require and shall be called by the President. A meeting of the Board may be held at the close of every ordinary or general meeting of the PEIRU without notice.

#### **Article V: Terms of Directors**

With respect to the positions of the Directors:

- a) at the AGM of the PEIRU and at every succeeding AGM, those directors whose terms have expired shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected and retiring directors shall be eligible for re-election;
- b) in the event that a director resigns their office or ceases to be a member of the PEIRU, whereupon their office as director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the voting members of the PEIRU; and
- c) each Director shall be elected for a one year term. Any Director, is entitled to let their name stand (as a nominee) for a subsequent term at the Annual General Meeting during the election process.

## **Article VI: Board Position Descriptions and Responsibilities**

### **1) President**

The President shall call and chair all board and general meetings when available. They shall be an ex-officio member of all sub-committees. They shall be Chief Executive Officer of the PEIRU and shall supervise the other board members in the execution of their duties. They shall be the primary officer involved in the development and negotiation with various sources of funding (i.e. government, corporate sponsors, etc.). They, too, shall be responsible for:

- a) establishing the PEIRU committee structure in conjunction with the goals of the PEIRU as discussed in the initial board meetings each year;
- b) ensuring responsible chairpersons are assigned to each committee;
- c) ensuring the PEIRU objectives are being achieved by each committee;
- d) ensuring a strong relationship is established and maintained with government officials, Sport PEI, Rugby Canada, all other rugby unions and local leagues and teams;
- e) ensuring the general growth and enthusiasm of the sport is maintained throughout the province of PEI through good public relations, increasing player safety measures and dedication to the development of rugby at the younger age levels; and
- f) ensuring, with the assistance of the secretary, the PEIRU's correspondence and materials are properly recorded, stored and eventually archived.

### **2) Vice President**

The Vice President shall be responsible for:

- a) providing backup Presidential replacement duties in the absence of the President;
- b) providing input into all committees where possible and acting as chairperson on at least one (1) committee;
- c) liaising all groups (noted in the President's duties) when called upon;
- d) attending functions responsibly representing the PEIRU when called upon by the president; and
- e) providing the President advice/consultation on PEIRU related issues as they arise.

### **3) Secretary**

The Secretary shall be responsible for:

- a) following the Annual General Meeting, ensuring a full list of Executive members is forwarded to Sport PEI, Rugby Canada and any other pertinent organization;

- b) keeping minutes of each board meeting and distributing them directly to each member of the board at least one (1) week prior to the next scheduled meeting;
- c) ensuring the minutes of the previous Annual General Meeting are recorded, typed and presented to the President three (3) weeks before the Annual General Meeting for insertion into the Annual General Report;
- d) acting as a mediator and timekeeper at board meetings as necessary;
- e) attending functions responsibly representing the PEIRU when called upon by the President;
- f) at the direction of the Board, preparation and the dispersion of correspondence; and
- g) with the assistance of the President, ensuring the PEIRU's correspondence and materials are properly recorded, stored and eventually archived.

#### 4) Treasurer

The Treasurer shall be responsible for:

- a) ensuring the financial affairs of the PEIRU are in order, i.e. the paying of bills, collection of monies from various sources, etc;
- b) ensuring all dues are collected from PEIRU members;
- c) providing the PEIRU account balance at each board meeting;
- d) ensuring a detailed financial statement is provided to the President three weeks before the Annual Meeting for insertion into the Annual General Report;
- e) ensuring that member benefits from the PEIRU's governing bodies are available to all PEIRU members in good standing; and
- f) ensuring members in good standing are aware of the Sport PEI insurance policy and how they access the program should injury occur.

#### 5) Director of Rugby

The Director of Rugby shall be responsible for:

- a) providing guidance and opportunity to members of the PEIRU to further their involvement in rugby;
- b) acting as a connection between member clubs and provincial program leaders with the board;

- c) providing input into any committees relating to the on-field product and acting as chairperson for the high performance committee;
- d) providing the President and Vice President advice/consultation on PEIRU rugby-related issues as they arise;
- e) seeking opportunities to further the involvement of the PEIRU and its members in regional, national, and international events.

6) Director(s) at Large

Roles and responsibilities for the director(s) at large shall be determined by the board. These positions shall be filled if the board deems it necessary in order to fulfill the needs of the corporation.

**Article VII: Remuneration**

Members of the Board of Directors shall not receive remuneration for their services but shall be entitled to reimbursement for travel and other out-of-pocket expenses incurred in connection with their duties as Directors (i.e. travel, accommodations, and meals while attending national or regional conferences) and are subject to approval by the Board of Directors.

**BYLAW NO. 3**

**A bylaw pertaining to membership within the Corporation.**

**Article I: Classes of Membership**

There shall be three classes of membership within the Corporation:

- a) Non-Voting (or “Youth”) Members: means an individual who is registered with the PEIRU and is under the age of 18. Non-Voting (or “Youth”) Members in good standing are members whose dues are up to date, are not under suspension, and are in no way indebted to the PEIRU. Non-Voting (or “Youth”) Members are not entitled to vote on motions or resolutions of the corporation.
- b) Voting Members: means an individual who is registered with the PEIRU and is over the age of 18 or has turned 18 years of age during that calendar year and is in good standing. Voting Members in good standing are members whose dues are up to date, are not under suspension, and are in no way indebted to the PEIRU. Voting members are entitled to one vote each.

**Article II: Formation of New Rugby Clubs**

Any group of individuals wishing to form a Rugby Club and participate in the game of Rugby Union in Prince Edward Island may apply to the Board for membership with the PEIRU. Approval would be voted on by the Board. All individual members meeting the criteria for membership of said group accepted for membership as a Rugby Club shall, themselves, become members of the PEIRU.

**Article III: Individual Membership**

Any individual wishing to participate in any facet of the game of Rugby Union in Prince Edward Island must be in membership with the PEIRU. Any individual residing in the province of Prince Edward Island may apply for membership subject to the approval of the Board.

**Article IV: Annual Dues of Members**

The annual dues of each member not associated with a club shall be established at each AGM by a majority vote of the voting members in attendance based on the recommendations of the Board of the previous year.

**Article V: Membership Registry**

A Registry of Membership shall be kept by the Board. For the purpose of registration, the number of members shall be unlimited yet non-transferrable.

**Article VI: Membership Entitlements and Restrictions**

Membership of the PEIRU is subject to the following:

- a) every member of the PEIRU shall be entitled to attend any open meeting of the PEIRU and to hold any office;
- b) subject to this Constitution and its Bylaws, a member has the right to participate in any facet of Rugby Union within the jurisdiction of the PEIRU;
- c) membership shall be non-transferrable; and
- d) membership is contingent upon the payment to the PEIRU of the prescribed annual dues.

**Article VII: Cessation of Membership**

Membership ceases when:

- a) a member who has made arrangements with the Board to pay their registration dues via a payment plan does not make a scheduled payment on time;
- b) a member dies; or
- c) notice of resignation is received by the board.

**Article VII: Suspension of Membership**

A member may have their membership suspended by the Board by a majority of votes at a Board Meeting for a time period established by the Board for any of the following:

- a) a contravention of the Objects of the PEIRU;
- b) a contravention of the Constitution and Bylaws of the PEIRU; or
- c) a contravention of World Rugby's Laws of the Game.

**BYLAW NO. 4**

**A bylaw pertaining to meetings of the Corporation.**

**Article I: Calling of a Meeting**

A General Meeting may be called by any member of the Board.

**Article II: Quorum Required at Meeting**

A General Meeting requires a quorum of at minimum 10 percent of voting members in good standing with one designated representative from each senior member club in good standing with the PEIRU to be duly constituted.

**Article III: Voting at Meetings**

With respect to voting at meetings:

- a) the President of the PEIRU shall chair all General Meetings and shall have a casting vote. In his absence, the Vice-President shall preside and have these voting privileges;
- b) each voting member in good standing with the PEIRU has one vote;
- c) there shall be no proxy votes.

**Article IV: Special Resolutions**

“Special Resolution” means a resolution presented by the executive and passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**Article IV: Passing of Resolutions**

At any General Meeting, unless a poll is requested deemed by at least three (3) voting members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the PEIRU shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

**Article V: Notice of Meeting**

A minimum of one (1) week’s notice must be given to all members prior to any General Meeting in the following manner:

- a) the insertion of an advertisement in a provincial medium;
- b) by posting notice of the meeting on the PEIRU website; or
- c) by posting notice of the meeting on the official PEIRU social media pages.

**Article VI: Business at Annual General Meeting**

Each AGM shall be held no later than three months after the end of each fiscal year in the absence of extenuating circumstances for the transaction of the following business:

- a) to consider and approve the minutes of the previous AGM (with or without amendment);
- b) to present reports from the various Directors and/or Committee chairpersons and to answer questions arising therefrom;
- c) to present the balance sheet and financial report for the preceding fiscal year;

- d) to elect Board positions as their appropriate terms expire; and
- e) to consider and accept or reject any amendment or alteration in the Constitution and its Bylaws by Special Resolution.

**Article VII: Nominations at Annual General Meeting**

At the AGM, nominations for available positions on the Board shall come from and shall be the exclusive right of any voting member in good standing. Such nominees must be voting members of the PEIRU.

**Article VIII: Bylaw Alteration Only at AGM**

No Special General Meeting shall have the right to alter any Article of the Constitution of the PEIRU other than the AGM and only then by Special Resolution.

**Article IX: Dissolution by Special Resolution**

If at any General Meeting of the PEIRU it is decided to dissolve by way of Special Resolution recorded at said meeting, any residual funds shall be donated to some other amateur sport at the discretion of the Board after all debts and liabilities have been satisfied.

**BYLAW NO. 5**

**A bylaw in relation to the powers of the Board of Directors of the Corporation.**

**Article I: General Powers**

The management of the activities of the PEIRU shall be vested in the Directors, who, in addition to the powers and authorities by these bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the PEIRU and are not hereby or by Statute expressly directed or required to be exercised or done by the PEIRU in general meetings.

**Article II: Assets of the Corporation**

The Board shall have sole control of the assets of the PEIRU; real, liquid or in any other form.

**Article III: Power to Carry on Business of the Corporation**

The Board shall have the power to, in the PEIRU, execute contracts, deeds, bills of exchange and any other instruments or documents on behalf of the PEIRU.

**Article IV: Sub-Committees**

The Board shall have the power to appoint, or revise from time-to-time as it sees fit, sub-committees (standing or when needed) to deal with any specific affairs of the PEIRU. The Board shall determine the composition, jurisdiction, and powers of all said sub-committees.

The decisions of any sub-committees may be appealed to the Board subject to communication in writing to the President at which point the President will include it on the agenda of the next Board Meeting.

**Article V: Sub-Committees**



At each AGM, the sub-committees for the following year shall be determined by the voting members and each committee's chairperson shall be elected. When necessary during the year, additional committees may be created by the Board.

**Article VI: Removal of Directors by Special Resolution**

The PEIRU may, by Special Resolution, for any contravention of the objects of the PEIRU, remove any directors before the expiration of the period of office and appoint another voting member of the PEIRU in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed.

**Article VII: Notice of Board Meetings**

Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Board member within reasonable time that the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

**BYLAW NO. 6**

**A bylaw in relation to the management of the finances of the Corporation.**

**Article I: Revenues**

The revenue of the PEIRU shall be derived from:

- a) the dues of members;
- b) gate receipts from PEIRU arranged matches;
- c) PEIRU merchandise; and
- d) any other available or appropriate source including government grants and corporate or individual sponsors.

Any residual funds shall be directed exclusively for the objects of the PEIRU as described in these bylaws.

**Article II: Bank of the Corporation**

The Board shall appoint a Chartered Bank or banks to perform the day-to-day banking functions of the PEIRU.

**Article III: Signing of Cheques**

Cheques drawn on the bank accounts of the PEIRU shall be signed by at least two of the President, Vice-President, and Treasurer.

**Article IV: Fiscal Year**

The fiscal year of the PEIRU shall be from January 1 to December 31 of each year.

**Article V Annual Financial Statement**

A printed copy of the Annual Financial Statement shall be formally presented to the AGM for ratification.

**Article VI: Corporation Books and Records**

The books and records of the PEIRU may be inspected by any member in good standing at the AGM or at any other time subject to application to the Board.

**Article VII: Annual Report**

The Board of Directors shall make an annual report and present properly prepared financial statement of the PEIRU to the members at the AGM. The Board of Directors may appoint an auditor.

**Article VIII: Corporate Seal**

The seal of the PEIRU shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

**BYLAW NO. 7**

**A bylaw in relation to miscellaneous matters of the Corporation.**

**Article I: Interpretation of Bylaws**

Any difference of opinion that may arise as to the interpretation of these Bylaws shall be mediated and rectified by the Board. Any such decision shall be recorded in the Minutes of said Board Meeting and shall be accepted as the true meanings of the Bylaws.

**Article II: Appeal by Suspended Member**

Any member suspended may appeal to the Board within twenty-one (21) days following notification of suspension (in writing or in person). A decision would be provided by the Board within twenty-one (21) days. A suspended member is not a member in good standing.

**Article III: Amendment of Bylaws**

These Bylaws may only be amended if:

- a) at a General meeting or any other meeting where four (4) members of the Executive are present, the proposed amendment is presented under New Business as a motion and is carried; and
- b) the Executive presents this motion to the members at the AGM and the motion is carried.

From that time after which the amendment is passed by the Executive until it is officially ratified at the AGM, the members may proceed as if the motion is entrenched.