

CANADIAN RUGBY FOUNDATION

BYLAWS

1. General Matters

1.01 Defined Terms

In these bylaws, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act* and the regulations passed thereunder, each as amended and in effect from time to time;
- (b) “Articles” means the articles of continuance of the Foundation, as amended and in effect from time to time;
- (c) “Board” means the board of directors of the Foundation from time to time and “Director” means a member of the Board;
- (d) “Board Resolution” means a resolution passed by a majority of the Directors at a duly constituted meeting of the Board or by unanimous written consent of the Directors, including a unanimous written resolution consented to using email, DocuSign or a similar electronic platform;
- (e) “Electronic Means” means any electronic or digital system or combination of electronic or digital systems, including telephonic, electronic, computer or internet-based technology or other communication facility or medium, that:
 - (i) in relation to a meeting or proceeding permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (f) “President” at any time means the person appointed in accordance with bylaw 6.01(a) and then holding that office;
- (g) “Member” means a person who is a member in good standing of the Foundation;
- (h) “Ordinary Resolution” means:
 - (i) a resolution passed at a duly constituted general meeting of the Members by a simple majority of the votes cast by the Members (whether participating in person or, to the extent permitted by these bylaws, by Electronic Means, or by a combination of votes cast at a meeting of the members and by Electronic Means); and

- (ii) a resolution consented to in writing by all of the Members, including a written resolution consented to using email, DocuSign or a similar electronic platform;
- (i) "Rugby Canada" means the Canadian Rugby Union;
- (j) "Secretary" at any time means the person appointed in accordance with bylaw 6.01(c) and then holding that office;
- (k) "Special Resolution" means:
 - (i) a resolution passed at a duly constituted general meeting of the Foundation by a majority of not less than 2/3 of the votes cast by Members (whether participating in person or, to the extent permitted by these bylaws, by Electronic Means, or by a combination of votes cast at a meeting of the members and by Electronic Means); and
 - (ii) a resolution consented to in writing by all of the Members, including a written resolution consented to using email, DocuSign or a similar electronic platform.

1.02 Interpretation

In the interpretation of these bylaws:

- (a) words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (b) except as specified in bylaw 1.02(a), words and expressions defined in the Act have the same meanings when used in these bylaws.

1.03 Execution of Documents

The Board may by Board Resolution from time to time direct the manner in which and the person by whom a particular document of type of document shall be executed for and on behalf and in the name of the Foundation. Absent such direction, each document shall be executed for and on behalf and in the name of the Foundation by (i) the President, (ii) two other Directors or (iii) the executive director of the Foundation, if any, together with one Director.

1.04 Financial Year End

The financial year end of the Foundation from time to time shall be determined by Board Resolution.

1.05 Banking Arrangements

The banking business of the Foundation shall be transacted at such bank, trust company or other financial institution licensed to carry on banking business in Canada as the Board may determine from time to time by Board Resolution and the Board shall authorize such one or more officers and employees of the Foundation to transact that business, including payments, withdrawals and deposits, on behalf of the Foundation from time to time.

1.06 Annual Financial Statements

Instead of sending copies of its annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, the Foundation may publish a notice to the Members stating that those materials are available at the registered office of the Foundation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or Electronic Means.

2. Membership

2.01 Class of Membership

There shall be one class of Members and, subject to bylaw 2.05, each Member shall be entitled to vote at all meetings of Members.

2.02 Eligibility for Membership

Each of the following persons is eligible to be appointed as a Member:

- (a) Each person who has donated to the Foundation at least \$25,000 over his or her lifetime, or such other amount as may be determined by Special Resolution from time to time, and whose application has been approved by Board Resolution (“Contributing Member”);
- (b) At least one director but no more than three directors of Rugby Canada (“Rugby Canada Member”); and
- (c) One person designated as its representative from time to time by each fund held by the Foundation the balance of which has for the 24 months prior to the appointment exceeded \$100,000 (“Fund Member”).

2.03 Qualification for Membership

Each Member:

- (a) who is an individual shall be at least 18 years old and shall not be incapable (as defined in the Act) or have been certified by a medical professional as lacking the ability to manage his financial affairs;
- (b) shall not have the status of a bankrupt or be insolvent; and
- (c) shall have consented in writing to be a Member.

An applicant for membership shall provide such evidence as the President may request of the matters described in bylaws 2.03(a) and (b).

2.04 Membership Admission Process

- (a) Each applicant for membership of the Foundation shall provide to the Secretary:
 - i. consent in writing to be a Member;

- ii. in the case of a Contributing Member, such evidence of contribution or commitment to contribute as the President may accept;
- iii. in the case of a Rugby Canada Member, the designation in writing of that person by the chairperson of Rugby Canada; and
- iv. in the case of a Fund Member, such confirmation from the fund of his representative status as the President may accept.

(b) The Secretary shall enter the name of each applicant for membership on the register of Members; provided that the application of each Contributing Member shall have been approved by the Board.

2.05 Membership Rights

Each Member shall receive notice of and be entitled to attend and vote at all meetings of Members and shall be entitled to one vote at each such meeting; provided that no Contributing Member shall be entitled to vote until the amount specified in bylaw 2.02(a) has been received by the Foundation.

2.06 Membership Dues

No Member shall be required to pay any membership dues.

2.07 Restriction

Membership of the Foundation shall not be transferred or assigned.

2.08 Member Discipline

- (a) The Board may by Board Resolution suspend or expel any Member if it determines that the Member has:
 - i. Violated any bylaws or written policies of the Foundation in a material manner; or
 - ii. Engaged in any conduct that is or may be detrimental to the Foundation.
- (b) If the Board makes a determination in accordance with bylaw 2.08(a), the President shall give 20 days' prior notice to the Member of the proposed suspension or expulsion, together with the reasons therefor, and the Member may make written submissions to the Board to challenge the proposed suspension or expulsion which the Board shall consider during that 20-day period.
- (c) If no written submissions are made in accordance with bylaw 2.08(b) within the time limited therefor, or if written submissions are received by the Board but the Board remains of the view that suspension or expulsion is appropriate, the Member shall be suspended or expelled at the expiry of the 20-day period.

2.09 Termination of Membership

- (a) Any Member may at any time resign as such by personal delivery or delivery by courier or by Electronic Means to the Secretary of a notice in writing of resignation, upon receipt of which the

Secretary shall remove the name of the person by whom the notice was given from the register of Members.

- (b) A Rugby Canada Member shall cease to be a member of the Foundation when he ceases to be a director of Rugby Canada.
- (c) A Fund Member shall cease to be a member of the Foundation when the balance of the fund of which he is the representative is less than \$100,000
- (d) An individual shall cease to be a member of the Foundation when he dies or becomes incapable (as defined in the Act) or is certified by a medical professional as lacking the ability to manage his financial affairs
- (e) A person shall cease to be a member of the Foundation when the President is satisfied that the person has the status of a bankrupt or is insolvent.
- (f) A person shall cease to be a member of the Foundation when expelled in accordance with bylaw 2.08.

Each person who has ceased for any reason to be a Member shall automatically cease to have any rights as such.

3. **Meetings of Members**

3.01 Notice

- (a) Written notice of each meeting of Members shall be given to each Member no less than 21 days but no more than 60 days prior to the date of the meeting to every person shown as a Member in the books of the Foundation on the day such notice is sent.
- (b) The notice shall state:
 - (i) the time, date and place of the meeting;
 - (ii) the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
 - (iii) if the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting shall inform members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

3.02 Absentee Voting

Pursuant to subsection 171(1) of the Act, a Member may vote by mailed-in ballot if the Foundation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each member voted.

3.03 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be the Members, including in the case of a corporate Member one person to represent that Member, the Directors, the Secretary, the executive director of the Foundation, if any, and the public accountant of the Foundation, as well as such other persons who are entitled or required under any provision of the Act, the articles or these bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution.

3.04 Chair

The President shall chair each meeting of Members. In the event that the President is absent, the Members who are present shall by Ordinary Resolution choose one of their number to chair the meeting.

3.05 Quorum

A quorum at any meeting of the Members, unless a greater number is required by the Act, shall be 10% of the Members and shall include one Rugby Canada Member. If a quorum is present at the beginning of a meeting of Members, the members present may proceed with the business of the meeting if a quorum ceases to be present.

3.06 Governing Vote

At any meeting of Members every question shall, unless otherwise provided by the articles, these bylaws or the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, if a Member, shall have a second vote.

4. Directors

4.01 Powers & Duties

The Board shall have the power and authority provided for under the Act and these bylaws. The Board:

- (a) shall control and manage the affairs of the Foundation;
- (b) may exercise all such powers as may be exercised by the Foundation other than those that are required by the Act or these bylaws to be exercised by the Members;
- (c) may do all acts that the Board considers necessary for the proper management of the affairs of the Foundation;
- (d) shall take such steps as it considers necessary to solicit and receive gifts, grants, bequest, endowments and donations of any kind for the purpose of furthering the objects of the Foundation;

- (e) may invest and re-invest the Foundation's assets in such investments as it deems advisable, without being limited to investments permitted by law for the investment of trust funds;
- (f) may direct the Foundation to borrow funds on the credit of the Foundation for the purpose of current operating expenses, the purchase and sale of investments and in the course of conducting the activities of the Foundation within its objects, but for no other purpose;
- (g) shall use all reasonable efforts to ensure that administrative and other expenses are kept to a minimum and shall seek voluntary assistance wherever possible and conduct its business in as economical and efficient a manner as possible;
- (h) shall have absolute discretion with respect to all requests for disbursement of the funds of the Foundation and the management and control of its assets, subject always to the objects of the Foundation; and
- (i) shall appoint public accountants to review the financial statements of the Foundation.

4.02 Board Composition

- (a) The Board shall consist of a minimum of seven Directors and a maximum of 15 Directors, one of which shall be a Rugby Canada Member.
- (b) In the event of a vacancy on the Board, the Board may by Board Resolution appoint a Member to fill the vacancy and the person so appointed shall hold office until the next annual general meeting of the Foundation.

4.03 Director Terms

Unless otherwise determined by Special Resolution, each Director shall hold office for three years and may be re-elected for a maximum of two additional three-year terms; provided that any Rugby Canada Member who has been elected as a Director shall be deemed to resign as such on ceasing to be a director of Rugby Canada.

4.04 Director Nomination & Election

- (a) Subject to bylaw 4.04(2), nominations for election as a director of the Foundation shall be made in writing signed by two Members, accompanied by the written consent of the candidate to act as a director and delivered to the Secretary at least 10 days before the date fixed for the holding of the annual general meeting at which the election of Directors is to take place.
- (b) Such Rugby Canada Member as the chairperson of Rugby Canada shall specify shall be deemed nominated and shall be elected to fill any vacancy in the board position dedicated to Rugby Canada.

- (c) Nominations shall be made with a view to achieving diversity on the Board including in respect of gender, age, race, ethnicity, geographical location and socio-economic status.
- (d) If the number of nominations received in accordance with bylaw 4.04(a) equals the number of vacancies to be filled at an annual general meeting, the candidates so nominated shall be elected. If the number of nominations received exceeds the number of vacancies, the Members shall vote on the election at the annual general meeting. No nominations shall be accepted from the floor at an annual general meeting, other than with the unanimous consent of the Members present.

4.05 Termination of Directorship

The position of a person on the Board shall be vacated if the Director:

- (a) dies or is incapable (as defined in the Act) or certified by a medical professional as lacking the ability to manage his financial affairs;
- (b) resigns by delivering notice in writing of his resignation to the Secretary;
- (c) fails to attend three consecutive meetings of the Board;
- (d) is removed by the Members; or
- (e) ceases to be qualified for election as a director in accordance with the Act or these bylaws.

4.06 Remuneration & Reimbursement

Each Director shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his duties and a director shall not be prohibited from receiving compensation for services provided to the Foundation in another capacity.

4.07 Indemnification

- (a) Each Director, and each person serving as an officer or authorized agent of the Foundation, shall be indemnified and held harmless by the Foundation from and against all costs and expenses that may be imposed on or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding in which he may be involved by reason of having been a director, officer or agent of the Foundation, whether or not he continues to be a director, officer or agent at the time such costs and expenses are imposed or incurred. The term 'costs and expenses' shall include counsel fees, disbursements and amounts of judgements against and amounts paid in settlement by any director, officer or agent, other than amounts paid to the Foundation itself; provided that no director, officer or agent shall be so indemnified:
 - i. With respect to any matter in respect of which in any action, suit or proceeding, the director, officer or agent is finally adjudged to have been negligent or demonstrated misconduct in the performance of his duties as director, officer or agent; or
 - ii. In the event of a settlement of any such action, claim or proceeding, unless:

- i. such settlement is, without knowledge of the indemnification provided for hereby, approved by the court having jurisdiction over such action, suit or proceedings; or
 - ii. a written opinion of independent legal counsel, selected by or in a manner determined by the Board, is received prior to or within a reasonable time after the settlement to the effect that it is not or was not probable that the director, officer or agent requesting reimbursement would be adjudged liable for negligence or misconduct and that the entire cost of defending such claim, action or proceeding to a final conclusion may properly be borne by the Foundation.
- (d) In the event of the death of any person having a right of indemnification under these bylaws, such right shall enure to the benefit of his heirs and personal representatives.
- (e) The foregoing right of indemnification shall not be exclusive of any other rights to which those indemnified may be entitled and the Foundation may provide additional indemnity to its directors, officers and authorized agents if approved by the Members.

5. Meetings of Directors

5.01 Calling Meetings

Meetings of the Board may be called at any time by the President or by any two directors.

5.02 Notice of Meetings

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director not less than four days before the time when the meeting is to be held.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- (c) Notice of an adjourned meeting shall not be required if the time and place of the adjourned meeting is announced at the original meeting.
- (d) No notice of a meeting of the Board need specify the purpose of or the business to be transacted at the meeting other than with respect to any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The Board may by Board Resolution select a day in any month or other period for regular meetings of the Board at a place and time to be determined. A copy of any Board Resolution fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed but no other

notice shall be required for any such regular meeting unless subsection 136(3) of the Act requires that the purpose thereof or the business to be transacted at the meeting be included in a notice.

5.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question by the Directors present at a meeting. In case of an equality of votes, the chair of the meeting shall have a second vote.

5.05 Quorum

A quorum for all meetings of the Board shall be at least five Directors.

5.06 Participation in Meetings

A Director shall be deemed present for purposes of casting votes and determining the quorum at a meeting if the Director is either present in person or participating by Electronic Means.

5.07 Electronic Means

A meeting of the Board may be held entirely by Electronic Means.

5.08 Attendance at Meetings

The executive director, if any, of the Foundation may attend meetings of the Board by invitation of the President.

5.09 Committees

- (a) The Board may from time to time by Board Resolution appoint any committee or other advisory body that it considers necessary or appropriate with such members, for such purposes and with such powers as the Board shall determine.
- (b) Each committee may formulate its own rules of procedure, subject to such direction as the Board may from time to time give.
- (c) Without limiting the generality of the foregoing, there shall at all times be an Investment Committee, a Governance Committee and an Executive Committee.

6. Officers

6.01 Offices

Unless otherwise determined by the Board, the Board shall by Board Resolution appoint persons to the following offices for such terms as the Board shall determine. The officers so appointed shall have the

following duties and powers, and such other duties and powers as the Board may specify from time to time:

- (a) President – The President shall be a Director and shall be responsible for implementing the strategic plans and policies of the Foundation and, subject to such delegation to the executive director of the Foundation as he considers appropriate, shall have general supervision of the affairs of the Foundation. When present, the President shall preside at all meetings of the Board and of the members.
- (b) Vice-President – The Vice-President shall be a Director and shall, when present, preside at all meetings of the Board at which the President is not present.
- (c) Secretary – The Secretary shall attend and be the secretary of all meetings of the Board and of the Members, and shall cause to be entered in the records of the Foundation minutes of the proceedings at all such meetings. As and when instructed, the Secretary shall give notice to the Directors and to Members, and others as appropriate, of meetings. The Secretary shall be responsible for the safe keeping of the papers, records and documents of the Foundation.
- (d) Treasurer – The Treasurer shall be responsible for ensuring the appropriate keeping of the financial records of the Foundation and the production and presentation of its financial statements.

The Board may engage an executive director of the Foundation who shall not be a board-appointed officer and shall be entitled to be remunerated for his services as such.

6.02 End of Office

- (a) The Board may in its discretion by Board Resolution remove any person from office as an officer of the Foundation.
- (b) An officer may resign his position by delivering written notice thereof to the Secretary or, if the office held is that of Secretary, to the President.
- (c) An officer shall be deemed to resign at the end of the term of his appointment, or on death.

6.03 Vacancy

Subject to bylaw 6.01, the Board may by Board Resolution appoint any person to fill any vacant office.

7. Notices

7.01 Giving Notice

Subject to the Act, any notice to be given under these bylaws or the Act shall be deemed sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or delivered by courier to that person's address as shown in the records of the Foundation;
- (b) if sent to the person to whom it is to be given by Electronic Means to the address most recently provided by the person to the Secretary; or
- (c) if provided in the form of an electronic document in accordance with part 17 of the Act.

A notice so delivered, sent or provided shall be deemed to have been given when it is delivered personally or to the recorded address; a notice sent by electronic mail shall be deemed to have been given when sent by the sender. The Secretary may change the recorded address or electronic mail address of any person in accordance with any information believed by the Secretary to be reliable. The signature of any Director or officer of the Foundation on any notice may be written, stamped or type-written.

7.02 Requirement

Each Director and Member shall notify the Secretary promptly of all changes of address and contact information.

7.03 Omission to Give Notice

The accidental omission to give any notice to any Member, Director, officer or public accountant of the Foundation, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with these bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.

8. Dispute Resolution

8.01 Mediation and Arbitration

- (a) All disputes among the Members, Directors, officers or volunteers of the Foundation in respect of any Foundation matter shall be resolved by mediation before a panel of mediators comprising one person selected by each party to the dispute, plus an additional mediator selected by those mediators. All costs of the mediators shall be borne equally by the parties to the dispute.
- (b) If mediation fails to resolve the dispute, the matter shall be referred to and be resolved by arbitration before a single arbitrator in accordance with applicable provincial legislation. All costs of the arbitration shall be borne as may be determined by the arbitrator.

9. Powers

9.01 The Foundation has the following powers:

- (a) To buy, sell, supply and deal in goods and services of all kinds;

- (b) To accept any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Foundation;
- (c) To procure contributions to the funds of the Foundation, whether by way of donations, sales, subscriptions or otherwise; and
- (d) To accumulate capital to promote the long-term objects of the Foundation.

10. Dissolution

Upon the dissolution of the Foundation in accordance with the Act, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the dissolution, after payment to employees of the Foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, will be distributed to such “qualified donees” for the purposes of the Income Tax Act, as designated by Board Resolution.