Crusaders Rugby Club

By-Laws

As amended January 17, 2024

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2 HEAD OFFICE

2.1 The Head Office of the Corporation shall be located in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

3 NOTICES

3.1 **Services**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement or financial reporting of the Corporation, in accordance with the Act, shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement/financial reporting at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

3.2 **Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement/financial reporting, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

4 BOARD OF DIRECTORS

4.1 The affairs and business of the Corporation shall be managed and supervised by a Board of twelve (12) Directors who shall exercise all powers and carry out all such acts except as restricted by the By-Laws or any special resolution of the Corporation or by statute.

5 OFFICERS OF THE CORPORATION

5.1 The Officers of the Corporation shall be the President, Vice-President, Treasurer and Secretary.

5.2 Officers shall also be Directors of the Corporation.

5.3 The offices of President, Vice President, Secretary and Treasurer shall be held by separate persons.

5.4 Individuals shall be elected as Officers and Directors to fill all offices of the Corporation at the Annual General Meeting.

5.5 The elections of the Officers shall be on alternating years for a two (2) year term as follows: President and Treasurer (in even numbered years); Vice President and Secretary (in odd numbered years).

6 DIRECTORS OF THE CORPORATION

6.1 At the Annual General Meeting the Voting Membership shall elect up to eight (8) other Persons as their terms expire to serve as Directors-at-Large on the Board of Directors alongside the Officers

6.2 The Directors-at-Large shall be elected to serve for a period of two (2) years. Each Director shall hold office until the second Annual Meeting after they shall have been elected or until their successor has been duly elected or appointed.

6.3 Directors other than President, Vice President, Treasurer and Secretary will be assigned such roles and responsibilities consistent with the Corporation's objectives. Such roles and responsibilities may change in response to the needs of the Corporation from time to time. Specific roles and responsibilities will be determined by the Board and the incumbents of these roles and responsibilities will be appointed by the Board of Directors at a Board Meeting.

6.4 In order to comply with the requirements of the Ontario Not-for-Profit Corporations Act (ONCA) the Board shall appoint from among the Directors a Chair. The office of Chair and President may also be held by the same person.

6.5 The Board of Directors may also from time to time appoint such other officers and agents as it shall deem necessary. These officers or agents shall not be Directors.

6.6 With regard to the necessity of the Treasurer having a background and working knowledge in the area of finance and reporting, the Directors, where they deem it necessary and advisable, having regard to the composition and background of the Board of Directors, may appoint an individual not on the Board of Directors to attend meetings of the Board in a non-voting capacity and assist the Treasurer.

7 ELECTION OF OFFICERS AND DIRECTORS

7.1 The Board shall be elected at each Annual Meeting. The election may be by a show of hands unless a poll by secret ballot is demanded by a Member. At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

7.2 Elections for each non-Director-at-Large position will be decided in accordance with the following:

a) One Valid Nomination – Winner elected by Ordinary Resolution.
b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

7.3 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

7.4 Each Director at the time of their election or within ten (10) days thereof and throughout their term in office, shall be a Voting Member of the Corporation.

7.5 An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in

writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

8 VACANCIES ON BOARD OF DIRECTORS

8.1 The office of a Director shall be vacated immediately:

a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
b) if the Director dies or becomes bankrupt;
c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
d) if, at a Special Meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

8.2 Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so. Otherwise, such a vacancy or vacancies shall be filled for the remainder of the vacated term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

8.3 If at any time there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

9 QUORUM AND MEETINGS, BOARD OF DIRECTORS

9.1 A majority of the total number of Directors (12) shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent that the meeting be held in their absence, and such consent may be given before or after the meeting.

9.2 Directors meetings may be formally called by the President, Vice President or the Secretary on direction of the President, or Vice President or the Secretary on direction of two Directors. Written notice of such meetings shall be delivered, mailed, or e-mailed to reach each Director not less than twenty-four (24) hours before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

9.3 The Board may appoint a day or days in any month or months for regular meetings at a time and place to be named such that no formal notice of such meetings need be given.

9.4 Any Director may at any time waive notice of such meetings and may ratify and approve any or all proceedings taken or had thereat.

9.5 If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

10 VOTING BOARD OF DIRECTORS

10.1 The President shall preside at Board meetings as the Chair. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

10.2 Except as otherwise provided in the By-Laws, questions arising at any meeting of Directors shall be decided by the majority of votes. In case of an equality of votes, the question is lost.

10.3 Votes at any meetings of Directors shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be evidence of the fact without proof of the matter or proportion of the votes recorded in favour of or against such a resolution. Notwithstanding the foregoing any Director present, upon demanding a ballot, may also demand a recorded vote whereby the vote of each Director shall be recorded in the minutes.

11 POWERS OF DIRECTORS

11.1 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 into which the Corporation may lawfully enter and, except as hereinafter provided, generally may exercise all other such powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

11.2 Without in anyway derogating from the foregoing the Corporation shall not purchase, lease, mortgage, convey or otherwise acquire or deal in any lands, buildings, and other real properties, moveable or immoveable, except by authority of a resolution passed at a meeting of its Board of Directors by at least three-quarters (3/4) of the total number of Directors

12 REMUNERATION OF DIRECTORS

12.1 The Directors shall serve without remuneration and no Director shall receive remuneration as an employee of the Corporation. The Directors may, by resolution, award remuneration to any Firm or Company of which the Director is a member, officer, or employee, for any services on the Corporation's behalf, and the confirmation of any such resolution or resolutions by the members shall not be required. Any Director involved with any services to the Corporation should however declare a conflict of interest.

12.2 Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

13 INDEMNITIES TO DIRECTORS

13.1 Every Director of the Corporation, or other person who has been authorized by the Board to undertake any liability on behalf of the Corporation, and their heirs, executors, administrators and

estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

a) all costs, charges and expenses whatsoever which such Director, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of his office or in respect of any such liability.

b) all other costs, charges and expenses which they sustain, or incur, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

14 REMOVAL OF DIRECTORS

14.1 The Members may, with or without cause, by resolution passed by an ordinary resolution at a Special Meeting of which notice specifying the intention to pass such resolution has been properly given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any Member in their stead for the remainder of their term.

14.2 In the event of the death or resignation of a Director of the Corporation prior to the next Annual General Meeting at which that Director is up for election, the Directors may fill the vacancy created and such appointment be valid for the remainder of the unexpired term until their successor shall have been duly elected or appointed by the Voting Members.

15 DUTIES OF PRESIDENT

15.1 The President, when present, shall preside at all General Meetings of the Members of the Corporation and of the Board of Directors. The President shall, subject to the control of the Board of Directors be charged with the general management and supervision of the affairs and operations of the Corporation.

15.2 The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all such contracts, documents or instruments in writing as require his signature and shall have and perform all powers and duties incident to his office and such other powers and duties as may from time to time be assigned to them by the Board.

15.3 The President shall be an Officer of the Corporation.

15.4 From time to time the Board of Directors may vary, add to or limit the powers and duties of the President.

16 DUTIES OF THE VICE PRESIDENT

16.1 The Vice President shall have such powers and perform such duties as are assigned to him by the Board of Directors and, in the absence of the President or during their inability or refusal to act, shall perform all duties and exercise all the powers and authority vested in the President.

16.2 The Vice President shall be an Officer of the Corporation.

16.3 From time to time the Board of Directors may vary, add to or limit the powers and duties of the Vice President.

17 DUTIES OF THE SECRETARY

17.1 The Secretary shall attend all meetings of the Board of Directors and Members and record all facts and minutes of all proceedings in the books kept for that purpose and shall give all notices required to be given to Members and Directors.

17.2 The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, correspondence, contracts and other documents belonging to the Corporation and particularly a copy of the Letters Patent and of any Supplementary Letters Patent issued to the Corporation and all By-Laws and special resolutions of the Corporation duly authenticated. They shall deliver up any or all such articles and documents only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

17.3 If the Secretary is unable to attend a meeting of the Board of Directors, the President, Vice President, or Treasurer shall appoint a member of the Corporation to act in their stead. Such person, unless a Director, shall not have a vote at a meeting of the Board.

17.4 The Secretary shall be Chairperson of the Membership and Registration Sub-committee and, as such, shall maintain, or cause to be maintained, a register of Members of the Corporation and the addresses of every such person while a Member.

17.5 The Secretary shall maintain a register of Directors in which is set out the names, addresses and callings of all persons who are or have been Directors of the Corporation with the several dates on which each became or ceased to be a Director.

17.6 The Secretary shall be an Officer of the Corporation.

17.7 From time to time the Board of Directors may vary, add to or limit the powers and duties of the Secretary.

18 DUTIES OF TREASURER

18.1 a) The Treasurer shall keep, or cause to be kept, proper accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies 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.

b) The Treasurer 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 them, an account of all their transactions as Treasurer, and of the financial position of the Corporation.

18.2 The Treasurer shall sign such contracts, documents or instruments in writing as require their signature and shall have and perform all powers and duties incident to his office and such other powers and duties as may, from time to time be assigned to them by the Board of Directors.

18.3 The Treasurer may be required to give such bond for faithful performance of their duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

18.4 The Treasurer shall be an Officer of the Corporation.

18.5 From time to time the Board of Directors may vary, add to or limit the powers and duties of the Treasurer.

19 DUTIES OF OTHER DIRECTORS

19.1 The duties of other directors will be assigned by the Board of Directors to meet the requirements of the Corporation and approved at a Board Meeting.

19.2 The duties of all other Directors of the Corporation shall be such as the terms of their engagement call for or the Members require of them.

19.3 Any of the powers and duties of a Director to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board directs otherwise.

19.4 From time to time the Board of Directors may vary, add to or limit the powers and duties of any Director or Directors.

20 DELEGATION OF DUTIES

20.1 In the case of the absence or inability to act of the President, Vice President or any other Director of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate any or all the powers of such Director to any other Director for the time being.

21 EXECUTION OF DOCUMENTS

21.1 Deeds, transfers, licences, contracts, documents or instruments in writing on behalf of the Corporation shall be signed by either the President or Vice President and by the Secretary or the Treasurer and the Secretary or Treasurer shall affix the seal of the Corporation to such instruments as require the same.

21.2 Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by any person authorized by the Board.

21.3 Any two (2) of the President, Vice President, Secretary or Treasurer, (or any person or persons from time to time designated by the Board of Directors) may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal on any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

21.4 All cheques, bills, notes, acceptances and orders for the payment of money shall be signed or endorsed by such persons and in such manner as the Board of Directors may from time to time resolution provide.

21.5 Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

21.6 Copies of By-Laws, resolutions or other records of proceedings of the Board of Directors or Members of the Corporation may be certified under the corporate seal of the Corporation by the Secretary or in his absence by any other Director of the Corporation.

22 BOOKS AND RECORDS

22.1 The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept. The books and records include, but are not limited to:

a) The Corporation's articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

23 FINANCE

23.1 Unless otherwise determined by the Board of Directors the fiscal year of the Corporation shall terminate on the 31st day of October in each year.

23.2 At each Annual Meeting the Members may appoint an auditor to audit, conduct a review engagement or financial statements of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, chose to conduct a review engagement or financial statements in lieu of an audit.

23.3 The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Corporation

24 DEPOSIT OF SECURITIES FOR SAFEKEEPING

24.1 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officers, agent or agents of the Corporation, and in such manner, as

shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from the deposit or the proceeds thereof.

25 DISTRIBUTION OF PROPERTY ON DISSOLUTION

25.1 Upon the dissolution of the Corporation and after the payment of all debts and liabilities the remaining property of the Corporation shall be distributed or disposed of to such charitable organization or organizations having objects similar to those of the Corporation as may be determined by the Board of Directors and approved by two-thirds (2/3) of the Voting Members present at a Special Meeting called to consider such disposal and failing such determination by the Directors and approval by the Voting Members then to the Canadian Rugby Union (Rugby Canada).

26 COMMITTEES

26.1 Committees may be formed by appointment by the Board of Directors. Any subcommittee must include at least one member of the Board of Directors.

26.2 The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

26.3 There shall be a committee formed to cover playing aspects of the Corporation. Members of this committee shall be appointed by the Board of Directors.

26.4 There shall be a Disciplinary Subcommittee consisting of the President, the Vice President and any other members appointed by the President.

26.5 No Committee, including the Executive Committee, has authority to:

a) Submit to the Members any question or matter requiring approval of the Members;
b) Fill a vacancy among the Directors or appoint additional Directors;
c) Issue debt obligations except as authorized by the Board;
d) Approve any financial statements;
e) Adopt, amend or repeal the By-laws; or
f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board

27 MEMBERSHIP

27.1 Membership registrations are generally for one year and run in conjunction with the annual coverage of Rugby Canada insurance.

27.2 There shall be various classes of membership in the Corporation as determined by the Board of Directors, generally as follows:

a) Playing Members, who shall be those duly registered with Rugby Canada to play the game of Rugby Union football for an authorized team of the Corporation during the year of

membership. This classification may be further subdivided by the Board of Directors into such classifications as Junior, Student etc. for the purposes of establishing membership fees.

b) Non-Playing Members, shall be classified as follows: Coaches, Match Officials, Medical Staff, Alumni, Life Members, Honorary Members and Social Members and any other classifications as the Board may from time to time decide.

c) Directors, who shall be the individuals elected as Directors (including the Officers)

27.3 Alumni and Social memberships are valid for one year from the date of purchase.

27.4 A Life Membership once received is valid for the lifetime of the respective member and is not required to be renewed annually as is the normal course. A person may be awarded a Life Membership by a unanimous vote of the total number of Directors or by two-thirds (2/3) of the votes cast at an Annual or Special General Meeting of the Corporation.

27.5 A person may be elected to Honorary Membership by a unanimous vote of the total number of Directors or by two-thirds (2/3) of the votes cast at an Annual or Special Meeting of the Corporation.

27.6 Membership shall entitle members to the ordinary use of the fields and clubhouse of the Corporation as defined by the Board of Directors from time to time.

27.7 As a condition for membership, a Member must comply with the Corporation's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Corporation's policies and procedures may results in discipline, or suspension or termination of membership.

28 VOTING RIGHTS

28.1 A Member shall be entitled to one vote on each motion at Meeting of the Members, , provided that the member:

a) has attained the age of voting majority in the Province of Ontario as of the date of any such meeting;

b) is a Member in Good Standing (i.e. who has paid, or has made arrangements to pay all dues, fees and assessments, both current and past, to the satisfaction of the Board of Directors) and is not suspended; and

c) is not an Honorary Member nor a Social Member.

28.2 At all Meetings of Members every question shall be decided by a majority of the votes of the eligible Members unless otherwise required by the By-Laws of the Corporation or by law.

28.3 Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every Member having Voting Rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes in favour or against such resolution.

28.4 The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a clear majority of votes and such poll shall be taken in such a manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

28.5 In the event that a Member, eligible to vote, cannot attend a general meeting in person, they may transfer their vote by proxy to another Member, eligible to vote (in writing specifying the date of

the meeting and clearly identifying both the Member and proxy voter). The Member holding proxy votes shall bring a hard copy of this notice of transfer for presentation to the Secretary. No Member shall hold more than three (3) proxy votes.

29 RESIGNATION AND REMOVAL OF MEMBERS

29.1 Members may resign by resignation in writing which resignation shall be effective upon acceptance thereof by the Board of Directors. A Member shall remain liable for payment of any assessment, fee or other sum levied or which became payable by them to the Corporation prior to acceptance of the resignation. Unless specifically authorised by the Board of Directors, there shall be no refund of dues, fees and assessments.

29.2 A Member may be expelled or suspended from membership in the Corporation by resolution of the Board of Directors when the member has failed to pay their annual dues or when the Board determines the member has conducted themselves in a manner detrimental to the Corporation or has failed in their normal membership obligations.

29.3 Unless specifically authorised by the Board of Directors, there shall be no refund of dues, fees and assessments.

29.4 A Member who has been expelled or suspended from membership may, upon written application, be reinstated by resolution of the Board or of the Members at the next Annual or Special General Meeting.

29.5 Any Member conducting themselves in a manner detrimental to the Corporation shall be subject to disciplinary action by a Disciplinary Subcommittee. This action may be suspension or any other action deemed appropriate. A Member subjected to disciplinary action may appeal the decision to the Board of Directors by written application to the Secretary within five (5) days of notification of the disciplinary action.

30 DUES AND FEES

30.1 Annual dues or membership fees may differ between the various classes of Member(s) and shall be established by the Board of Directors.

30.2 The Corporation, by resolution of the Board of Directors, reserves the right to increase Playing Membership dues by a maximum of 20% at any time and without the prior approval of the Membership at any General Meeting.

30.3 A Playing Member who is also a coach within the Corporation is required to pay, at minimum the fees and insurances demanded by the relevant Unions.

31 ANNUAL GENERAL MEETING

31.1 The Corporation will hold Annual Meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

31.2 Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not

more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, and reasonable information to permit Members to make informed decisions.

31.3 Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting

31.4 The business transacted at the annual meeting shall include:

a) receipt of the agenda;
b) receipt of the minutes of the previous annual and subsequent special meetings;
c) report from the Directors on the state of the affairs of the Corporation;
d) consideration of the financial statements;
e) report of the auditor or person who has been appointed to conduct a review engagement;
f) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
g) election of Directors; and
h) such other or special business as may be set out in the notice of meeting.

31.5 No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting,

32 SPECIAL GENERAL MEETINGS

32.1 A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

33 NOTICE OF MEETINGS OR OMISSION IN NOTICE

33.1 Notice of the time and place of every General Meeting of Members and the general nature of the business to be transacted thereat shall be given to each Member of the Corporation by one or all of:

a) Electronic Mail (e-mail) to the Member's last known address as the same appears in the books of the Corporation;
b) Posting on the Corporation's Website; or
c) Written notice in the Clubhouse.

33.2 Any Member or Auditor may obtain this service by requesting it, in writing, to the Secretary. Such request shall include the mailing address to where such notice shall be sent.

33.3 No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether Annual or Special General, of 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 meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

33.4 For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Corporation.

33.5 The non-receipt of any notice by any Member of the Corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting.

34 ADJOURNMENTS

34.1 Any meeting of the Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the fact that no quorum is present

35 QUORUM OF MEMBERS

35.1 A quorum for the transaction of business at an Annual or Special General Meeting of Members shall be ten percent (10%) of the Voting Members in Good Standing and eligible to vote present in person or by proxy.

36 INTERPRETATION

36.1 In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words imparting the singular number and references to persons shall include firms and corporations.

36.2 The Board of Directors is the Corporation’s authority for the interpretation of these By-Laws and the regulations made therein.

36.3 Any other factors not covered in the foregoing shall be covered under Roberts Rules of Order (Revised).

37 CHANGES TO BY-LAWS

37.1 Subject to the following section on Fundamental Changes (when applicable), these By-laws may only be amended, revised, repealed or added to by:

a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members

ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

37.2 A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

a) Change the Corporation's Crest;
b) Change the Corporation's Name;
c) Add, change or remove any restriction on the activities that the Corporation may carry on;
d) Create a new category of Members;
e) Change a condition required for being a Member;
f) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
g) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
h) Add, change or remove a provision respecting the transfer of a membership;
i) Increase or decrease the number of, or the minimum or maximum number of, Directors;
j) Change the purposes of the Corporation;
k) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
m) Change the method of voting by Members not in attendance at a meeting of the Members;
n) Add, change or remove any other provision that is permitted by the Act.

37.3 These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on 30th January 2024.

37.4 In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws