Crusaders Rugby Club

Constitution and By-Laws

as amended January 12th, 2016

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CONSTITUTION AND BY-LAWS **1**

AS AMENDED JANUARY 12TH, 2016 ..... **1**

BY-LAWS OF THE CRUSADERS RUGBY CLUB **4**

BY-LAW NO. 1 ..... **4**

ARTICLE 1 4
HEAD OFFICE *4*
ARTICLE 2 4
SEAL, CREST AND COLOURS *4*
ARTICLE 3 5
BOARD OF DIRECTORS *5*
ARTICLE 4 5
ELECTION OF DIRECTORS *5*
ARTICLE 5 5
REMOVAL OF DIRECTORS *5*
ARTICLE 6 6
VACANCIES ON BOARD OF DIRECTORS *6*
ARTICLE 7 6
QUORUM AND MEETINGS, BOARD OF DIRECTORS *6*
ARTICLE 8 6
VOTING BOARD OF DIRECTORS *6*
ARTICLE 9 7
POWERS OF DIRECTORS *7*
ARTICLE 10 7
REMUNERATION OF DIRECTORS *7*
ARTICLE 11 7
INDEMNITIES TO DIRECTORS *7*
ARTICLE 12 8
OFFICES OF THE CORPORATION *8*
ARTICLE 13 9
REMOVAL OF DIRECTORS *9*
ARTICLE 14 9
DUTIES OF PRESIDENT *9*
ARTICLE 15 9
DUTIES OF THE VICE PRESIDENT *9*
ARTICLE 16 10
DUTIES OF THE SECRETARY *10*
ARTICLE 17 10
DUTIES OF TREASURER *10*
ARTICLE 18 11
DUTIES OF OTHER DIRECTORS *11*
ARTICLE 19 11
DELEGATION OF DUTIES *11*
ARTICLE 20 12
EXECUTION OF DOCUMENTS *12*
ARTICLE 21 12
BOOKS AND RECORDS *12*
ARTICLE 22 12
FINANCIAL YEAR *12*
ARTICLE 23 13
DEPOSIT OF SECURITIES FOR SAFEKEEPING *13*
ARTICLE 24 13
DISTRIBUTION OF PROPERTY ON DISSOLUTION *13*
ARTICLE 25 14
SUBCOMMITTEES *14*
ARTICLE 26 14
MEETINGS OF COMMITTEES OR PLAYERS *14*
ARTICLE 27 14

MEMBERSHIP 14
ARTICLE 28 16
DUES AND FEES *16*
ARTICLE 29 16
ANNUAL GENERAL MEETING *16*
ARTICLE 30 16
SPECIAL GENERAL MEETINGS *16*
ARTICLE 31 17
NOTICE OF MEETINGS OR OMISSION IN NOTICE *17*
ARTICLE 32 17
ADJOURNMENTS *17*
ARTICLE 33 18
QUORUM OF MEMBERS *18*
ARTICLE 34 18
VOTING OF MEMBERS *18*
ARTICLE 35 19
INTERPRETATION *19*
ARTICLE 36 19
CHANGES TO BY-LAWS *19*
ARTICLE 37 19
CRIMINAL RECORD CHECKS 19

BY-LAWS OF THE CRUSADERS RUGBY CLUB

(Incorporated without share capital in the Province of Ontario, April 4 1978)

BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs and business of the Crusaders Rugby Club.

BE IT ENACTED as a By-Law of the Crusaders Rugby Club (hereinafter called the "Corporation") as follows.

Article 1

HEAD OFFICE

1.1 The Head Office of the Corporation shall be located in the Town of Oakville, in the Regional Municipality of Halton, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

Article 2

SEAL, CREST AND COLOURS

2.1 The Corporation shall have a seal which shall be adopted and shall be the Corporate Seal of the Corporation, and may be changed by resolution of the Board of Directors.

2.2 The Corporation shall adopt the crest of the predecessor club, The Crusaders Rugby Club. Such crest may be changed only by resolution of the Board of Directors. The official crest shall appear on the front of this document.

2.3 The Corporation shall adopt the colours of the predecessor club being amber (dark gold) and black as the primary playing colours of the teams of the Corporation. Such colours may be changed only by resolution of the Voting Members and approval by the Ontario Rugger Union (Rugby Ontario).

Article 3

BOARD OF DIRECTORS

3.1 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.

Article 4

ELECTION OF DIRECTORS

4.1 Directors shall be elected for a two year term by the Voting Members to hold office until the next but one Annual General Meeting of Members after their election, and until their successors shall have been duly elected. The Board shall be elected according to Article 12.7 at each Annual General Meeting. The election may be by a show of hands unless a poll by secret ballot is demanded by a Member.

4.2 Voting Members are defined in Article 27.9.

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

Article 5

REMOVAL OF DIRECTORS

5.1 Deleted in favour of Article 13

Article 6

VACANCIES ON BOARD OF DIRECTORS

6.1 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 at the next General Meeting of the Members at which Directors for the ensuing year are elected.

6.2 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.

Article 7

QUORUM AND MEETINGS, BOARD OF DIRECTORS

7.1 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.

7.2 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, telegraphed 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.

7.3 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.

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

Article 8

VOTING BOARD OF DIRECTORS

8.1 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 Chairperson of the meeting, in addition to his original vote, shall have a second or casting vote.

8.2 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 Chairperson 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.

Article 9

POWERS OF DIRECTORS

9.1 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.

9.2 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.

Article 10

REMUNERATION OF DIRECTORS

10.1 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.

Article 11

INDEMNITIES TO DIRECTORS

11.1 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 his or her 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 him or her, 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 he or she sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Article 12

OFFICES OF THE CORPORATION

12.1 Members shall be elected as Directors at the Annual General Meeting to fill all offices of the Corporation. The Directors shall be elected to serve for a period of two (2) years, as below (12.7). At the Annual General Meeting the Voting Membership shall elect, first, the President (if term is complete) and then eleven (11) other Persons (as their terms expire as in 12.7) to serve as the Board of Directors in the following offices. Individual Members are to be directly elected by the Voting Members to these offices.

A) President
B) Vice President
C) Treasurer
D) Secretary

Directors other than President, Vice President, Treasurer and Secretary will be assigned such roles and responsibilities consistent with the Corporations 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.

12.2 The Members elected to the offices as specified in 12.1 shall be Directors of the Corporation.

12.3 Not more than two (2) offices shall be held by any one person. The offices of President, Vice President, Secretary and Treasurer shall be held by separate persons.

12.4 Each Director shall hold office until the second Annual Meeting after he or she shall have been elected or until his or her successor shall have been duly elected or appointed.

12.5 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.

12.6 Subject to article 10 hereof the remuneration of all officers and agents appointed by the Board of Directors shall be determined from time to time by resolution of the Directors. The fact that any officer or employee is a member of the Corporation shall not disqualify him from receiving such remuneration as may be determined.

12.7 The elections of the Directors 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).

12.8 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 sit on the Board of Directors in the position of Treasurer as an ex-officio (non-voting) member of the Board of Directors.

Article 13

REMOVAL OF DIRECTORS

13.1 The Members may, with or without cause, by resolution passed by at least two-thirds (2/3) of the votes cast in a General Meeting of which notice specifying the intention to pass such resolution has been properly given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any Member in his or her stead for the remainder of his or her term.

13.2 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 until the next Annual Meeting of the Corporation or until his or her successor shall have been duly elected or appointed by the Voting Members.

13.3 Any Director may be removed from office at any time by resolution passed at a meeting of the Board of Directors by at least three-quarters (3/4) of the Directors. The Directors may fill the vacancy created by appointment until the next Annual General Meeting of the Corporation or until his or her successor shall have been duly elected by the Voting Members.

Article 14

DUTIES OF PRESIDENT

14.1 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.

14.2 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 him by the Board.

14.3 The President shall be a Member of the Screening Committee (Article 37).

14.4 The President shall be an Officer of the Corporation.

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

Article 15

DUTIES OF THE VICE PRESIDENT

15.1 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 his inability or refusal to act, shall perform all duties and exercise all the powers and authority vested in the President.

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

15.3 The President shall be an Officer of the Corporation.

15.4 The Vice President shall be a Member of the Screening Committee (Article 37).

Article 16

DUTIES OF THE SECRETARY

16.1 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.

16.2 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. He or she 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.

16.3 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 his stead. Such person, unless a Director, shall not have a vote at a meeting of the Board.

16.4 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.

16.5 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.

16.6 The Secretary shall be a Member of the Screening Committee (Article 37).

16.7 The Secretary shall be an Officer of the Corporation.

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

Article 17

DUTIES OF TREASURER

17.1 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) He 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 or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation.

17.2 The Treasurer shall sign such contracts, documents or instruments in writing as require his or her 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 him or her by the Board of Directors.

17.3 The Treasurer may be required to give such bond for faithful performance of his or her 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.

14.6 The Treasurer shall be an Officer of the Corporation.

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

Article 18

DUTIES OF OTHER DIRECTORS

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

18.2 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.

18.3 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.

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

Article 19

DELEGATION OF DUTIES

19.1 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.

Article 20

EXECUTION OF DOCUMENTS

20.1 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.

20.2 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.

20.3 Any two (2) of the President, Vice President , the Directors, 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.

20.4 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.

20.5 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.

20.6 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.

Article 21

BOOKS AND RECORDS

21.1 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.

Article 22

FINANCIAL YEAR

22.1 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.

Article 23

DEPOSIT OF SECURITIES FOR SAFEKEEPING

23.1 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.

Article 24

DISTRIBUTION OF PROPERTY ON DISSOLUTION

24.1 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 General 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).

Article 25

SUBCOMMITTEES

25.1 Major Decisions regarding policy and financial matters shall be subject to approval by the Board of Directors

25.2 Subcommittees may be formed by appointment by the Board of Directors or by election at Member/Player meetings. Any subcommittee must include at least one member of the Board of Directors.

25.3 There shall be a Subcommittee formed to cover playing aspects of the Corporation. Members of this Subcommittee shall be recommended by the Director of Rugby and appointed by the Board of Directors.

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

25.5 There shall be a Membership and Registration Subcommittee reporting to the Secretary.
The duties of the Membership and Registration Subcommittee shall be:

a) To present to the Board of Directors all applications for Membership of and/or Association with the Corporation, together with a recommendation of acceptance or non-acceptance (such acceptance or not shall not however restrain the submission of said person to the governing rugby body): and

b) To maintain the list of Members and Associates of the Corporation. The Membership and Registration Subcommittee shall consist of the Secretary, at least one other Director and any other Member(s) of the Corporation the Board of Directors should deem necessary.

Article 26

MEETINGS OF COMMITTEES OR PLAYERS

26.1 Meetings of the Board of Directors shall be held as necessary but at least once per month. Any person (who is not a Director) who may or may not be a Member of the Corporation may be invited by the Board of Directors to attend a meeting of the Board of Directors as an observer or to present a report or participate in the discussions, but shall not be entitled to vote. A majority of the total number of Directors (7) present at the meeting shall form a quorum for the transaction of business.

26.2 Meetings, or portions thereof, may be held in camera.

26.3 A Member of the Corporation who is not a Director of the Corporation and who has been elected as a Director of any Rugby Union with which the Corporation is currently and officially affiliated may attend meetings of the Board of Directors as an observer subject to the conditions of Article 26.1.

26.4 Subcommittee meetings shall be held as necessary to conduct the day to day business and report to the Board of Directors.

26.5 The Chairperson of any meeting of the Corporation shall have a normal vote and also shall have a casting vote in the event of a voting deadlock.

26.6 Player meetings may be held at any time for the following:

a) Election of Team Captains and Vice Captains for the year.

b) To elect members of Subcommittees on request of the Board of Directors.

c) To discuss and develop playing skills, fitness and the general promotion of the game.

d) To foster and develop the objects of the Corporation.

26.7 A quorum at a Players Meeting for the purpose of an election as specified herein shall be fifteen (15) active Playing Members in Good Standing.

Article 27

MEMBERSHIP

27.1 The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and corporations, partnerships and other legal entities as are admitted by the Board of Directors, and the Life Members and full Members of the predecessor club, the Crusaders Rugby Club, as at the date of incorporation.

27.2 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.

27.3 Memberships are generally for one year and run in conjunction with the annual coverage of Rugby Canada insurance.

27.4 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 playing 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: Board Members, Coaches, Match Officials, Medical Staff, Club Supporters, Life Members, Honourary Members and Social Members and any other classifications as the Board may from time to time decide.

27.5 A playing member is first and foremost a Playing Member.

27.6 A Club Supporter membership is valid for one year (the current year when purchased, see Article 27.3).

27.7 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.

27.8 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 General Meeting of the Corporation.

VOTING RIGHTS

27.9 In order to vote at any meeting duly and properly convened by the Corporation, a Member shall be entitled to one vote on each motion at any Special or General Meeting of the Members, subject to the conditions of Articles 27.4, if he:

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 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 Honourary Member nor Social Member,

27.10 Non-Playing Members are expected to cast an abstaining vote on matters directly concerning the operation of the playing teams of the Corporation.

RESIGNATION AND REMOVAL OF MEMBERS

27.11 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 him to the Corporation prior to acceptance of his resignation. Unless specifically authorised by the Board of Directors, there shall be no refund of dues, fees and assessments.

27.12 A Member may be expelled or suspended from membership in the Corporation by resolution of the Board of Directors when he has failed to pay his or her annual dues or when the Board determines he has conducted himself in a manner detrimental to the Corporation or has failed in his normal membership obligations. Unless specifically authorised by the Board of Directors, there shall be no refund of dues, fees and assessments.

27.13 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.

27.14 Any Member conducting himself or herself in a manner detrimental to the Corporation shall be subject to disciplinary action by the Disciplinary Subcommittee. This action may be suspension or any other action deemed appropriate. A Member(s) 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.

27.15 Any new Member or any existing Member whose membership has lapsed for any reason whatsoever, shall be required to complete an Appellation of Membership to the Membership Committee. This application shall be proposed and seconded by two (2) different Members.

Article 28

DUES AND FEES

28.1 Annual dues or membership fees may differ between the various classes of Member(s) shall be established at the Annual Meeting of Members.

28.1.1 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.

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

28.2.1 Coaches of the Corporation must be Members in Good Standing. If a coach is a non-playing Member and is neither a Club Supporter nor a Life Member, the Board of Directors may agree to pay the fees and insurances demanded by the relevant Unions on their behalf by a motion. Such coaches would then be considered Social Members for the purpose of Voting Rights.

28.3 Directors of the Corporation must be Members in Good Standing.

28.4 Honorary Members shall be exempt from the payment of membership fees or annual dues.

28.5 The Treasurer, or his appointee, shall notify Members in writing of the dues or fees at any time payable by them and, if any are not paid or an arrangement to pay (to the satisfaction of the Board of Directors) has not been made, within thirty (30) days of the date of such notice the Member shall be considered in default and subject to expulsion or suspension from membership as provided in Article 27.12.

28.6 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. This increase shall be limited solely to recover any increases or assessments levied by any Rugby Union with which the Corporation is currently affiliated.

28.7 Any person may purchase Life Membership in the Corporation for an amount equalling ten times the annual Club Supporter Membership. If a Life Member is already a Member in another capacity (e.g. Playing Membership) then the membership fee for that capacity shall be reduced by an amount equal to the Club Supporter Membership fee at the time of the purchase of Life Membership.

Article 29

ANNUAL GENERAL MEETING

29.1 The Annual General Meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in the Region of Halton in the Province of Ontario as the Directors may determine and on such day in the month of November in each year as the Board of Directors shall appoint.

29.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented and remaining members of the Board of Directors shall be elected.

Article 30

SPECIAL GENERAL MEETINGS

30.1 Special General Meetings may be called at any time by the Board of Directors or by petition to the Secretary signed by at least twenty (20) percent of the Voting Members in Good Standing, or a quorum as specified in Article 33.1, whichever is less, specifying the purpose of the meeting.

Article 31

NOTICE OF MEETINGS OR OMISSION IN NOTICE

31.1 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;
c) Written notice in the Clubhouse; or
d) Prepaid surface mail. 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.

31.2 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.

31.3 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.

31.4 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.

Article 32

ADJOURNMENTS

32.1 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.

Article 33

QUORUM OF MEMBERS

33.1 A quorum for the transaction of business at an Annual or Special General Meeting of Members shall be twenty percent (20%) of the Voting Members in Good Standing and eligible to vote present in person or by proxy or a number equal to four (4) times plus one (1) the number of Directors sitting on the Board at the time of the Meeting.

Article 34

VOTING OF MEMBERS

34.1 Subject to Article 27.9 and except as herein otherwise provided, each Member of the Corporation eligible to vote, including corporations, partnerships and other legal entities, shall at all Meetings of Members be entitled to one vote.

34.2 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.

34.3 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.

34.4 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.

34.5 In the event that a Member, eligible to vote, cannot attend a general meeting in person, he or she may transfer his or her 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.

Article 35

INTERPRETATION

35.1 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 or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.

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

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

Article 36

CHANGES TO BY-LAWS

36.1 Changes to the By-Laws may be made only by resolution of the Board of Directors and approval by two-thirds (2/3) of the Members voting at an Annual or Special General Meeting for which notice of the changes have been given with notice of the Meeting.

Article 37

CRIMINAL RECORD CHECKS

36.2 Everybody (who has reached the age of 18) performing any form of Coaching, Refereeing, Team Management, Team Parenting, Physiotherapist or Board of Directors function at any level within the Club as defined by the Board of Directors from time to time, shall be required to go through a Criminal Record Check with Vulnerable Sector Screening before commencing their activities . This check will be funded by the Club and will be available from the Club's recognized service provider of choice.

37.2 Each check will be valid for a maximum of 2 years expiring on March 31 in the second calendar year following the date of issue. If, at the expiry date, the Candidate is still performing a function that requires a check, a new check will be initiated.

37.3 The checks shall be initiated by the Club Secretary who will also keep the records (off the Club premises). In the event that the Club Secretary is unable to perform these duties, they shall be performed by the President or the Vice-President. These 3 people will be known as the Screening Committee.

37.4 A check will come back as "Clear" or "Not clear". If it is "Clear" then the Screening Committee will advise the Head Coach involved that the check was simply "Satisfactory" If a Check comes back as "Not Clear" then the Screening Committee will consider the Crime for which the Candidate has been convicted and decide whether it affects the Candidate's suitability for his or her intended activities. If the answer is negative then the Committee will advise the Head Coach "Satisfactory". If the answer is positive (i.e. the Candidate's suitability is affected)) then the Committee will advise "Unsatisfactory". No further detail will be given to anyone other than the Candidate if he or she requests it.

37.5 In the event that The President, Vice-President or Secretary should relinquish their position for any reason, the Access codes to the Club's recognized Service Provider shall be changed immediately.

37.6 In the case that the check cannot be obtained through the Club's recognized Service Provider, the Candidate for the check will obtain, once again at the Club's expense, a CRC/VSS at his/her local Police Station.

The undersigned being all the Directors of the Crusaders Rugby Club hereby confirm the foregoing By-Law No. 1 of the By-Laws of the said Corporation, approved on the _____ day of _____, _____, during the first year of the existence of the said Corporation.

_____	_____
D.H. Baldwin	W.B. Lewis
_____	_____
J.C. Blair	J.H. McCann
_____	_____
St. J.H. Blakely	R.H. Miles
_____	_____
K. Daniels	R. Rae
_____	_____
R.C.G. Laird	J.C. Morrison

The undersigned being Members of the Crusaders Rugby Club hereby confirm the foregoing By-Law No. 1 of the By-Laws of the said Corporation, approved on the _____ day of _____, _____, during the first year of the existence of the Corporation.

_____ J.R. Hayes	_____ Jim Breakey
_____ S.M. Davenport	_____ Stuart Cox
_____ I. Maxwell	_____ Tony F. Godziak
_____ Desmond Egan	_____ Martin Dalziel
_____ M. Wesley	_____ Ben Murata
_____ Joe Flaherty	_____ Brian Timmons
_____ Colin Gardiner	_____ Mitchell James Hammer
_____ Rodney Nichols	_____ Jonathon Lewis
_____ Philip W. Nye	_____ David de Verteuil
_____ Dave S. Chetwynd	_____ Rachel Cole
_____ Stephen E. Scott	_____ G.D. Martin