

Cowichan Rugby Club Bylaws

PART 1 – INTREPRETATION

- 1.1 In these bylaws, unless the context otherwise requires,
- a. “Board” means the elected executive body of the society, referred to as the Executive.
 - b. “Executive Board Members” maybe referred to as Directors or Officers.
 - c. “Society” maybe referred to as the “Club” in the context of the representation or playing of Rugby Football as a member of the Society.
 - d. “Act”: means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - e. “Bylaws” means these bylaws as altered from time to time.
 - f. “Playing season” means the period of play as defined by the Vancouver Island Rugby Union and/or British Columbia Rugby Union.
 - g. “BCRU” means the British Columbia Rugby Union or BC Rugby.
 - h. “VIRU” means the Vancouver Island Rugby Union.
 - i. “Rugby Canada” means national rugby football body.
 - j. “Junior Society” means Cowichan Rugby Junior Society.
 - k. “Fixture” means a scheduled rugby football game.
 - l. “Year” means the fiscal and operating year of the Society shall be from the first of May to the thirtieth of April.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation.
- 1.4 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

2.1 Terms of Membership:

- a. Membership of the Society shall be those persons interested in the game of Rugby Union Football.
- b. Members shall abide by the constitution and bylaws of the Society, the Laws of Rugby, and the BC Rugby Code of Conduct.
- c. Members shall submit the appropriate registration form annually, including evidence of registration to Rugby Canada.

2.2 Membership Fees:

- a. Membership fees shall be payable by each class of membership in such amounts set by the Annual General Meeting of the Society.

2.3 The Executive, acting on behalf of the membership, shall have the right by a two-thirds majority of accepting applications for membership.

2.4 Classes of Membership:

- a. Senior Playing Member: shall be any playing member of the Club over the age of eighteen (18).
- b. Junior Playing Member: shall be any playing member aged eighteen (18) or under in accordance with BCRU age date.
- c. Social Member: shall be any non-playing member of the Club over the age of eighteen (18).
- d. Student Member: shall be any playing member under the age of twenty-five (25) who is in attendance at a school or university.
- e. Honorary Life Member: shall be any person who, having rendered outstanding service to the Club is elected to such a position by the majority of members present at any general meeting.
- f. Life Member: shall be a special class of membership made available and determined by the Executive.

2.5 Voting privileges will be extended to all active members over the age of eighteen (18).

- a. Honorary Life Members and Life Members will not have voting privileges unless they are also hold a membership under section 2.4(a), (b), (c) or (d).

2.6 Membership Fees:

- a. The annual fees for membership in the Society shall be those set by the Executive and approved by simple majority of the Annual General Meeting.
- b. All playing members under section 2.4 (a), (b), (d) must pay their membership fees prior to representing the Club in any fixture.
- c. Any person joining the Society under section 2.4 (c) must pay membership fees within thirty (30) days of representing the Club in any capacity or using any of the equipment or facilities of the Club.

2.7 Member in Good Standing:

- a. A member shall be in good standing and continue to be so long as the member pays the annual membership fees.
- b. Complies with all bylaws of the Society.

- c. Is not under suspension by the Executive, as a result of a recommendation of the Discipline Committee.
- d. A member who loses good standing may not:
 - i. Vote a general meeting; or
 - ii. Participate in activities of the Society and loses rights to use any of the Society's facilities.

2.8 Termination of Membership:

- a. A person having been accepted as a member of the Society remains a member as long the terms of membership are fulfilled as per section 2.6 or until resignation is tendered in writing to the Secretary.
- b. A member may be expelled by a two-thirds (2/3) majority vote of the membership at a general meeting provided the member has received two (2) weeks' notice in writing of the general meeting.

PART 3 – GENERAL MEETINGS

- 3.1 The members of the Society present at a General Meeting shall be the governing body of the Society.
- 3.2 There shall be three (3) regular general meetings of the society:
- a. The Annual General Meeting of the Society will be held within four (4) weeks of the close of the playing season.
 - b. Two General Meetings of the Club will be held in the months of September and January in each year.
- 3.3 Notice of General Meetings:
- a. Fourteen (14) days written the Executive shall give notice of each General Meeting to all members of the Society entitled to attend such meetings.
 - b. Notice shall specify the place, day and hour of the meeting.
 - c. Notice shall include the Agenda, which shall be as detailed as possible.
 - d. In the case of special business, the general nature of that business.
 - e. The non-receipt of a notice does not invalidate proceedings at that meeting.
- 3.4 Business of General Meetings:
- a. The Annual General Meeting, the business of the meeting shall be:
 - i. Review, adoption of, and business arising from the minutes of the most recent General Meeting.
 - ii. Review of correspondence.
 - iii. The reports of the Executive, in order listed in section 4.1.
 - iv. Election of the Executive.
 - v. Financial statements and next year's budget.
 - vi. Announcement of Honourary Members.
 - vii. Proposed amendments, if any, to the Constitution and/or Bylaws.
 - viii. New business.
- General Meetings of the Club, the business of the meeting shall be:
- i. Review, adoption of, and business arising from the minutes of the most recent General Meeting.
 - ii. Financial statements.
 - iii. Auditor's report.
 - iv. Proposed amendments, if any, to the Constitution and/or Bylaws and
 - v. Election of the Executive, as needed.
 - vi. New business.
- 3.5 A Special General Meeting of the Society may be called at the request of ten (10%) per cent or more Society members. Such requests shall:
- a. Presented in writing to the Secretary of the Society.
 - b. Bear the signatures of the members and state the business to be presented to the meeting.
 - c. Delivered to the Secretary thirty (30) days in advance, so that fourteen (14) days' notice can be given to the membership prior to the date of the Special General Meeting.
 - d. Such Special General Meeting shall be held within twenty-one (21) days of

receipt of this request.

3.6 Voting at General Meetings:

- a. Voting privileges at General Meetings of the Society shall be one vote per Member as defined in section 2.4.
- b. The Quorum for all general meetings of the Society shall be the membership in attendance.
- c. The President shall cast a vote only in the event of a tie vote.
- d. Voting by proxy shall not be permitted.
- e. Robert's Rules of Order shall apply at all meetings of the Society.

PART 4 – EXECUTIVE BOARD

4.1 The Members of the Executive Board shall be:

- a. President
- b. Vice-President Administration
- c. Vice-President Facilities
- d. Vice-President Game
- e. Secretary
- f. Treasure
- g. Club Captain
- h. Senior Players' Representative
- i. Junior Players' Representative
- j. Social Convenor
- k. House Committee Chair
- l. Fixtures Secretary
- m. Publicity Chair
- n. Club Coach
- o. Member-at-Large
- p. Immediate Past-President

4.2 Elections and Removal of Executive Board

- a. Tenure of Members: The elected members of the Executive Board shall be determined by secret ballot at the Annual General Meeting and hold office until the following Annual General Meeting.
- b. The Immediate Past-President, Member at-Large, and Club Coach are to be appointed by the Executive.
- c. Elections:
 - i. Separate elections shall be held for each position on the Executive.
 - ii. Elections shall be by secret ballot unless the position is filled by acclamation.
 - iii. Any voting member as defined in section 2.4 shall be eligible for election.
 - iv. Any two members in good standing may nominate a candidate for Director of the Society and shall be agreed to, in writing or verbal confirmation at the Annual General Meeting, by the nominee.
 - v. Nominations may also be received from the floor.
 - vi. The election shall be held in the following order:
 - President
 - Vice-President Administration
 - Vice-President Facilities
 - Vice-President Game
 - Secretary
 - Treasure
 - Club Captain
 - Senior Players' Representative
 - Junior Players' Representative
 - Social Convenor
 - House Committee Chair
 - Fixtures Secretary
 - Publicity Chair

- d. Vacancies: The Executive Board may temporarily fill any vacancy occurring on the Executive Board during the year for any reason until the next General Meeting.
- e. Removal: An Executive member may be removed from office by special resolution at a General Meeting.

4.3 Powers of the Executive Board:

- a. The Directors shall manage the affairs of the Society except where the powers, by the Societies Act or by these bylaws, shall be required to be exercised by General Meeting.
- b. The Directors shall have the duties of the office specified by these by-laws and may exercise any powers as additionally delegated by the Executive.
- c. The Executive Board shall maintain a Canadian insured depository institution in which the funds of the Society shall be deposited, and withdrawal made by cheque Signed by such Officers as may be authorized by Resolution of the Executive Board.
- d. No resolution passed by the Society in a General Meeting invalidates a prior act of the Executive that would have been valid if that rule or decision had not been made.
- e. The Executive shall have the authority to establish committees as required to facilitate the purposes of the Society in addition to the committees defined in section 4.6 of these bylaws.
- f. No Executive member shall be remunerated for being or acting, as a member of the Executive but an Executive member shall be reimbursed for all expenses necessarily incurred while engaged in the affairs of the Society as approved by the Executive.
- g. An Executive member may receive an honorarium for services or duties assigned and performed by resolution of the Executive Board.
- h. For the purpose of affecting these bylaws, the Executive may make rules and regulations consistent with these bylaws to govern specific cases not provided for in these bylaws as it deems necessary for the operation of the Society.
 - i. Such rules or regulations shall be provided to the members of the Society.
 - ii. These rules and regulations will be revisited on an annual basis and amended or revoked as necessary.

4.4 Proceedings of the Executive

- a. The Executive shall meet monthly or as deemed necessary at the call of the President such time and place as shall be appointed.
- b. Notice of such Executive Meeting shall be given at least two days prior to the meeting.
- c. The quorum for Executive Meetings shall be seven Directors.

4.5 Qualifications of the Executive Board Members

- a. Be at least eighteen (18) years of age;
- b. Not be found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- c. Not be an undischarged bankrupt; and
- d. Not be convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated

entity, or of an offence involving fraud, subject to certain exceptions.

4.6 Conflict of Interest

- a. Directors who have a conflict, or potential conflict, relating to the business or operation of the Society must disclose a potential conflict, abstain from voting on an issue of potential conflict, leave the meeting while the issue it is being discussed, and not try to influence other Directors on the issue.
- b. A Director who does not follow these instructions will be required pay to the society an amount equal to any profit made by the director that occurred as a result of the conflict, unless determined otherwise by a special resolution of the members.

4.7 Duties of the Executive

- a. The President shall:
 - i. Guided by the constitution and bylaws, by the membership of the Society and prevailing circumstances, pursue the purpose of the Society as described in Section 2 of the Constitution and has the ultimate responsibility of seeing that the wishes of the membership, as expressed by resolution at general meetings, are carried out.
 - ii. Chair all meetings of the Society.
 - iii. Chair all meetings of the Executive Board.
 - iv. Supervise and support the work of all the committees of the Executive.
 - v. Shall be ex-officio member of all committees of the Society.
 - vi. Shall represent the Society, or delegate others to represent the Society, on appropriate occasions.
 - vii. Shall not have a vote except in the case of an equal division of votes.
- b. The Vice-President Administration shall:
 - i. Be responsible for chairing meetings if so requested by the President, for reasons of absence or potential conflict.
 - ii. Chair Discipline Committee.
 - iii. Ensure that the following Executive Committee members are aware of their responsibilities and that they carry out the same:
 - Secretary
 - Treasurer
 - Publicity Chair
 - Social Convenor
 - Member-at-Large
 - House Committee Chair
- c. The Vice-President Facilities shall:
 - i. Ensure that the following Club facilities are in good repair and are ready for use when required, including:
 - Playing area:
 - Field and surrounds
 - Practice field
 - Goal posts
 - Scrum machine
 - Maintenance equipment
 - Clubhouse

- Changing rooms
 - Parking lot
 - Perimeter fencing
 - Walkways
 - Grandstand
 - Advertising boards
- ii. Chair Facilities Management Committee
- d. The Vice-President Game shall:
- i. Ensure each team fielded by the Club has a coach, manager and medical support.
 - ii. Liaison with the Fixtures Secretary regarding appropriate games for each team.
 - iii. Each team has the required equipment to represent the Club:
 - Playing strip
 - Game and practice balls
 - Practice equipment such as scrum machine.
 - iv. Liaison with Club Captain.
 - v. Liaison with Publicity Chair.
 - vi. Liaison with Senior and Junior Player Representatives.
 - vii. Ensure the players' representatives are active.
- e. The Secretary shall:
- i. Keep minutes of all meetings of the Executive Board and of the Society and shall attend to all correspondence on behalf of the Society.
 - ii. Prepare notice of all meetings and shall prepare an agenda for each meeting.
 - iii. On an election of a successor, the Secretary shall give all dated copies of correspondence, records and all other pertinent information to such successor.
- f. The Treasurer shall:
- i. Keep all accounts of receipts and expenditures and all books and records of the Society dealing with the financial matters of the Society.
 - ii. Receive all fees, dues and monies on behalf of the Society and shall be responsible for the production of such records for inspection on fourteen (14) days' notice at the request of the President or on the vote of the Executive Committee and at any General Meeting.
 - iii. Present to the Annual General Meeting a complete financial statement for the fiscal year and, on behalf of the Executive Board, a proposed budget for the following year.
- g. The Club Coach shall:
- i. Liaise with all active coaches, the playing captains and the Club Captain.
 - ii. Be responsible for coaching and player development.
 - iii. Chair Selection Committee.
- h. The Club Captain shall:
- i. Through communication, with an example to members of all teams, shall strive to implement high standards of behaviour both on and off the field.

- ii. Be a member of the Selection and Disciplinary Committees.
- i. The Senior Players' Representative shall:
 - i. Provide the necessary liaison between senior players and the Executive.
- j. Junior Players' Representative:
 - i. This position will be held by an elected executive member of the Cowichan Junior Rugby Society.
 - ii. Provide the necessary liaison between junior players and the Cowichan Junior Rugby Society and the Executive, including providing a reporting of the annual business of the Cowichan Junior Rugby Society.
- k. Fixtures Secretary:
 - i. Represent the Club for the purpose of determining Club team fixtures with the BCRU, VIRU and/or other rugby football associations.
 - ii. To resolve fixture issues as and when needed.
 - iii. Liaise with Club Coach, other club coaches, Senior and Junior Player Representative regarding Club team fixtures, as and when needed.
- l. Social Convenor:
 - i. Oversee the activities of the social committee members and ensure that events are staged professionally and efficiently.
 - ii. Liaise with the Director of Communications to ensure that events are properly publicized.
 - iii. Liaise with the Director of the House to ensure events have appropriate club house support.
 - iv. Chair Social Committee.
- m. House Committee Chair:
 - iv. Oversee the activities and management of the operations of the house.
 - v. Liaise with the Director of Events, Vice President of Facilities, or other Directors as needed, to ensure events have appropriate house support.
- n. Publicity Chair:
 - i. Be responsible for raising the profile of the Society.
 - ii. Ensure that members and the public are kept informed of upcoming events, the results of past events and other Society news.
 - iii. Chair the Communications Committee.
- o. Member at Large:
 - i. The Executive Board shall define the duties annually.
- p. The Immediate Past-President shall:
 - i. Assist the President relative to procedure and duties during his or her period of office.
 - ii. Aid in assuring continuity with respect to the activities of the Club and the Executive Board.
 - iii. Chair Nominating Committee.
 - iv. Chair Membership Committee.

4.6 Committees of the Executive Board:

- a) There may be the following committees of the Executive Board, each chaired by a member of the Executive, as and when needed:
 - i. Nominating Committee:
 - Chaired by the Immediate Past-President.
 - Recruit and compile for publication all nominations for Directors of the Society prior to the holding of the Annual General Meeting.
 - ii. The Facilities Management Committee:
 - Chaired by the Vice-President Facilities.
 - Shall deal with all matters pertaining to the establishment, maintenance and development of the Club grounds and premises,
 - Prepare fields and facilities for games.
 - iii. The Selection Committee:
 - Chaired by the Club Coach.
 - Select the teams to represent the Club in the various competitions and shall inform the players of their selection.
 - Consist of all team coaches, the Club Captain and all playing captains.
 - iv. The Social Committee:
 - Chaired by the Social Convenor.
 - Organise and operate the Annual Banquet and such other social functions and special projects as it shall be decided, or as it shall be directed, so to do by the Executive Board.
 - v. The Membership Committee:
 - Chaired by the Immediate Past-President.
 - Shall endeavour to promote all classes of membership in the Society.
 - vi. The Communications Committee:
 - Chaired by the Publicity Chair.
 - Promote and communicate the activities of the Society through any and all communications channels available at any given time.
 - Direct the activities of committee volunteers.
 - vii. The Discipline Committee:
 - Chaired by the Vice President Administration.
 - Consist of the Vice President Administration and two other members, other than directors, as appointed by the Executive.
 - Should the Vice President Administration be unable to sit, the President will take his or her place.
 - This Committee shall recommend to the Executive to reprimand, suspend or otherwise discipline any member of the Society guilty of conduct detrimental to the Club or game of Rugby Union Football.
 - Prior to the convening of the Disciplinary Committee meeting, the member accused of misconduct shall be given seven (7) days' notice

in writing of the time and place of the hearing of the alleged misconduct.

- Any such member accused shall be entitled to attend the meeting of the Committee in person and shall be heard; such accused member may, however, make representation in writing or by delegate in lieu of appearing personally.
 - If such accused member or delegate fails to appear at the time and place appointed for the meeting of the Disciplinary Committee, the Committee shall have full power to proceed in his or her absence and to make such recommendations as it deems appropriate.
 - The accused member may appeal the ruling of the Disciplinary Committee by giving notice, in writing, to the President not later than two (2) weeks after being informed of the ruling, of his or her intention to appeal.
 - The President shall, thereupon, notify the Executive Board of the appeal, which shall be heard not later than one week from the date of receipt of notice of the appeal by the President.
 - The decision of the Executive Board shall be final.
- viii. Other committees may be created as required and as needs arise.

PART 5 – FINANCE

5.1 Exercise of Borrowing Powers:

- a. The Executive Board shall not have the power to sell, exchange, or mortgage any lands or premises of the Society or to expend in one season in excess of the adopted budget without the authority of a Special Resolution passed by a three-quarters majority of the Society within the meanings of that term as defined by the Society Act.
 - i. In the case of capital expenditures, no expenditures may be made without the authority of a Special Resolution.
- b. The Society shall not borrow or incur any liability in excess of any cash on hand or in the bank without the approval and sanction of a Special Resolution.

5.2 Audits of Accounts:

- a. The Executive Board will appoint two (2) members of the Society as Auditors by April 30th of each year for the purpose of examining financial records of the year's operation and reporting the membership at the next General Meeting.

PART 6 – SEAL OF SOCIETY

6.1 Custody and Use of the Seal of the Society:

- a. The Society shall have a Corporate Seal which shall be kept in the custody of the Secretary or legal representative and used only in accordance with and under the authority of a Resolution of the Executive Board and shall be affixed to any instrument in the presence of the President and/or the Secretary and one other Director.

Part 8 – Society Colours and Insignia

1. The colours of the Society shall be Kelly green and black.
2. The insignia of the Society shall be a rugby ball placed in front of two crossed tomahawks.
3. Players representing the Society shall wear a green and black jersey, black shorts and green and black socks except when it is appropriate or necessary for them to do otherwise.
4. The insignia shall be placed on the player's front left upper quarter of the jersey.

PART 7 – CONSTITUTION AND BYLAWS

7.1 Amendments to the Constitution and Bylaws:

- a. These bylaws may be amended by a Special Resolution of the Society.
- b. Proposed amendments shall be submitted to the Executive Board and members at least fourteen days (14) before being submitted to the General Meeting of the Society.
- c. For the purpose of this section, a Special Resolution shall be a resolution passed at a general meeting by a majority of not less than seventy-five (75%) percent of the votes, of which not less than fourteen (14) days' notice has been given, specifying the intention of the proposed resolution.
- d. Entitlement to vote for the purposes of this section shall be the right of those members who have not been subject to section 2.7(d) and are therefore considered in good standing as per section 2.7 with the club for not less than five years at the date the vote is taken.

7.2 Distribution of Constitution and Bylaws:

- a. On being admitted to membership, a member is entitled to, without charge, a copy of the current Constitution and Bylaws.

7.3 Inspection of the Records of the Society:

- a. The Executive shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.
- b. The Executive shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Society, or any of them, shall be open to the inspection of members not being the Executive.
- c. No member (not being a member of the Executive) shall have any right to inspect any account or book or document of the Society except as conferred by law or authorized by the Executive or by Resolution of the members whether previous notice thereof has been given or not.

PART 8 – FORMER CONSTITUTIONAL CONTENT

8.1 Clause 3:

And the Cowichan Rugby Club guarantees that any facilities owned by the Club will be available to any person or persons who wish to use them in accordance with the purpose of the facilities and that the charge for using the facilities to those members of the public who are not members of the Cowichan Rugby Club shall be either a daily or hourly charge agreed upon between the Cowichan Rugby Club and the Department of Recreation and Conservation of the Province of British Columbia. *This provision was previously unalterable.*

8.2 Clause 4:

And in the event of dissolution of the Cowichan Rugby Club, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization with similar objects or to a suitable level of local government. *This provision was previously unalterable.*