

SOCIETIES ACT BYLAWS

Penguins Rugby Football Club

ARTICLE 1 – INTERPRETATION

1. Club

The terms “Club” or “Penguins RFC” herein used throughout shall mean and include the Penguins Rugby Football Club.

2. Executive

The term “Executive” shall refer to the main governing body of the Penguins Rugby Football Club, consisting of the elected officers of the Penguins Rugby Football Club.

ARTICLE 2 - NAME OF THE ASSOCIATION

The name of the Club shall be the “Penguins Rugby Football Club” ARTICLE 3 - FISCAL YEAR

The fiscal year of the Club shall commence on the first day of November and end on the thirty-first of October.

ARTICLE 4 – MEMBERSHIP

1. Members of the Club

“Once a Penguin, Always a Penguin”. Any person who has in the history of the Penguins RFC; paid dues and played for the Penguins RFC or held Associate Member Status, shall be considered a member of the Penguins RFC. To be accepted, a candidate must adhere to the bylaws and meet the requirements for each category of membership listed herein.

1. Classes of Membership

There shall be five (5) classes of membership in this Club, namely: “ACTIVE”, “ASSOCIATE”, “HONORARY PENGUIN”, “CORPORATE” and “INACTIVE”.

3. Active Members

− Have an interest in the game of Rugby and the spirit of its Laws.

− Be a Player on the Penguins RFC.

− Have paid the Penguins RFC annual Players fees.

− Adhere to the Bylaws, Policies, and Code of Conduct of the Club.

An Active Member shall be entitled to vote at meetings of the Penguins RFC, and hold office.

1. Associate Members

An Associate Member shall be any previous Club Member or any person who has been sponsored by two eligible Club Members and affirmed by the majority of Club Members at the AGM, who wishes to be registered for Associate status, and shall:

− Have an interest in the game of Rugby and the spirit of its Laws.

− Have paid the annual Associate Membership fee (10% of current total dues)

− Adhere to the Bylaws, Policies, and Code of Conduct of the Club.

An Associate Member shall be entitled to vote at meetings of the Penguins RFC, and hold office.

1. Honorary Penguin

Any “ACTIVE”, “ASSOCIATE”, “CORPORATE”, or “INACTIVE” member, having

demonstrated a long standing commitment to the Club and has acted to improve the game of Rugby, may be declared “Honorary Penguin”. For this declaration, a member shall be nominated by two (2) voting Club Members and affirmed by a majority vote at the AGM. Being an Honorary Penguin is lifetime appointment and shall be exempt from paying any further Associate fees of the Club, subject to the Bylaws, Policies, and Code of conduct of the Club.

However, any Honorary Penguin who chooses to be a player for the Club is responsible to pay any related fees. Honorary Penguins are entitled to vote at meetings of the Penguins RFC, and hold office.

1. Corporate Members

A Corporate member is any person or organization, which does not participate in the sport but supports the Club financially by means of a cash donation, goods, or services. Corporate Members are entitled to attend Penguins RFC social events and meetings, make presentations, but not vote or hold office.

1. Inactive Members

Any person who has in the history of the Penguins RFC; paid dues and played for the Penguins RFC or held Associate Member Status, but is no longer involved in rugby and does not pay player or Associate fees, shall be considered an Inactive member of the Penguins RFC. Inactive Members may attend Club social events at their own expense. Inactive Members may attend Club AGM, but not participate or vote, and can not hold office.

Good Standing

Any member of the Penguins RFC, who has paid or agreed to pay the respective fees for the current financial year of the Club, shall be held in “good standing” and be entitled to vote at the Club AGM.

1. Withdrawal from Membership

Any person may withdraw from the Club by submitting the intention to withdraw in writing to the President of the Club or by mailing such notice to the registered address of the Club. Such withdrawal shall take effect upon receipt by the President of such notice.

A person who withdraws is still liable for any debts to the Club, but shall not be entitled to any privileges offered by the Club. No refunds will be provided for unused portions of the membership fees.

1. Suspensions or Expulsion from Membership

Any member of the Club who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Club may be suspended or expelled by three-fifths

(3/5) affirmative vote of the Club. The member shall receive written notification from the President. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the AGM meeting before the resolution is put to a vote.

The member may appeal his/her suspension to the next General Meeting of the

Club provided written notice of appeal is presented to the President within thirty (30) days of notification of the suspension, supported by the signatures of five (5) members in good standing.

ARTICLE 5 - MEMBERSHIP FEES

1. Annual Fees

The Annual fees for the respective classes of membership shall be those in force and as

adopted by the Association from time to time at an Annual General Meeting called in accordance with these bylaws.

ARTICLE 6 – MEETINGS

1. General Meetings

The Annual General Meeting of the Club shall be held in November of each year at such a place and the Executive may determine time as. The Executive may call other general meetings as deemed necessary.

1. Special General Meeting

A Special General Meeting may be held to challenge an amendment made to the Policies of Penguins Rugby Football Club at an Executive Meeting. In order for a Special General Meeting to be called, a written request must be submitted by thirty three percent (33%) of the Active Members of Penguins Rugby Football Club, stating the policy or policies to be considered. The Special General Meeting shall be called for a date not more than two (2) weeks after receipt of the request. No other business may be considered at a Special General Meeting, other than that present in the written request or in the Notice calling the meeting. Such a request, may only be granted if no General Meeting is scheduled within thirty (30) days of the receipt of the request.

1. Notice of Meeting

Notice of the time and place of all meetings of the Association, and general nature of the business to be transacted thereat shall be communicated to each member in good standing by email or word of mouth to the last known address at least one (1) weeks before the holding of any ordinary or extraordinary general meeting. Provided always and subject to the provision of the “Societies Act”, that meeting of members, either ordinary or extraordinary, may be held at any time or place without such notice, if each of the Active Members either consents to the holding of the meeting or is present thereat. Members may also by writing, waive written notice of ordinary and extraordinary meeting of the members.

No error or omission in giving notice of any annual or other general meeting, or any such

adjourned meeting, shall invalidate such meeting or may void proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat.

1. Adjournment

Any meeting of the Club or the Executive may be adjourned to any time and from

time to time and such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment or adjourned meeting.

1. Procedure

The order of business at the Annual General Meeting shall be:

1. Call to order and membership roll call
2. Adoption of Agenda
3. Reading of the minutes of the last Annual General Meeting
4. President’s Address
5. Officers’ Address
6. Financial Report and Statement
7. Old Business
8. New Business
9. Election of Officers
10. Adjournment
11. Quorum

An quorum for the transaction of business at any meeting shall consist of not less than thirty three percent (33%) of the active members of the Club present and not less than three Executive members of the Association present at any duty called meeting.

1. Cancellation

If after thirty (30) minutes of the proposed time of the commencement of the meeting, a quorum is not present, the meeting shall be cancelled. If at the next meeting a quorum is not present after thirty (30) minutes, the meeting should proceed. The quorum for this meeting shall be fifty percent (50 %) of those members present.

1. Meeting Minutes

The President, or designate, is responsible for the preparation and distribution of ALL meeting minutes.

ARTICLE 7 – EXECUTIVE

1. Member of the Executive

The affairs of the Association shall be managed by the Executive, which shall include: President, Vice President, Secretary and Treasurer, and two Members-at-Large.

1. Qualification of Executives

The qualifications for an Executive member shall be coincident with qualifications for active or honorary Penguin in the Club.

1. Remuneration of the Executive Members

Members of the Executive shall not receive remuneration for services rendered as members of the Club.

1. Resignation and Vacancies

If any member of the Executive shall resign office, or, without reasonable excuse is absent from three (3) or more Executive meetings, or, be expelled from the Club, the Executive may declare the position vacated and may appoint a successor to hold office until the next Annual General Meeting.

Vacancies on the Executive, so long as a quorum of Executive members remain in office, may be filled by the Executive from among the Active members of the Club, if they shall

see fit to do so. Otherwise such vacancy shall be filled at the next Annual General Meeting, but if there is not a quorum of Executive members, the remaining Executive members shall forthwith call a meeting of the members to fill the vacancy.

1. Executive Quorum

Any three (3) Executive members present at a properly called meeting of the Executive shall constitute a quorum.

1. Administration

The members of the Executive may administer the affairs of the Club in all things and make or cause to be able for the Club, in its name. Any kind of contract, which this Club may lawfully enter into and may exercise as this Club, is by its Bylaws or otherwise authorized to exercise and do.

1. Meetings

The Executive shall meet in conjunction with any General Meeting and at such times as are necessary to manage the affairs of Penguins Rugby Football Club. A special meeting may be held by submission of a written request signed by thirty three percent (33%) of members of Penguins Rugby Football Club, stating the nature of the business to be considered. In such case the Executive shall call a meeting within two (2) weeks.

1. Questions

Questions at any meeting of the Executive shall be decided by a majority of votes.

1. Resolution

A Resolution in writing signed by all members of the Executive shall be valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.

1. Borrowing Powers

This Club shall borrow no money.

1. Banking

The Executive shall decide upon the bank or Trust Company in which the funds of the Association shall be deposited, and execute the necessary banking authorization. In addition the Executive will maintain a Paypal account to facilitate team payments for kit, tournament dues etc.

1. Signing Officers

The signing officers of the association shall be any two (2) of the following: President, Vice President, Secretary and Treasurer.

1. Bonding

The Treasurer shall, if required by the Executive, be bonded in such amount as may be required by the Executive. Other members may be bonded, as the Executive may consider necessary. The Association shall pay cost of such bonds.

1. Liability

The Executive and each of them shall not be liable for any actions taken or omitted by

them in good faith or for the acts of any agent, employee or attorney selected by the Executive with reasonable care.

1. Expulsion of Executive

Any member of the Executive who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Association may be expelled by thirty three percent (33%) affirmative vote of the Membership. The member shall receive written notification from the President, if the member is the President, then from the Vice President. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting before the resolution is put to a vote.

ARTICLE 8 – VOTING

1. Eligibility

Every Active and Honorary member of the Association may possess one vote in the affairs of the Club.

1. Method

Voting at all meetings of the Club shall be shown by hands. However any member

may demand, on election, that a secret ballot be taken and upon such a demand, the chairperson shall ensure it is carried out.

3. Majority

In all affairs of the Club, other than amendments to the Bylaws, special resolution and elections, a simple majority is sufficient to confirm any motion of resolution.

ARTICLE 9 - ELECTION OF OFFICERS

1. Vacancies

Any vacancies occurring amongst the officers of the Club will be filled by the

Executive and ratified at the next general meeting. In the case of death, resignation or expulsion of the President, the Vice President Men and Women’s Rugby Rep shall share the duties of the office until the Vacancy can be filled at a specially called meeting of the Membership.

1. Office

The elected officers shall assume office at the conclusion of the meeting.

1. Nominations

Nominations will be accepted from the floor at the Annual General Meeting if duly seconded.

1. Positions to be filled

The Club shall elect a President, Vice President, Secretary and Treasurer, Social Rep, Fundraising Rep, Recruiting and Registrar, and Women’s Rep.

1. Terms of Office

All terms of office shall be for two (2) years. Or until determined by the individual holding office.

1. Lack of Nominations

If there are no nominations forthcoming for a certain position, the retiring officer may be asked to assume the position for another year. If it is not possible, the Executive may appoint some member to the office.

1. Separate Election

There shall be separate election for each vacant position and the candidate to receive a majority of votes shall be declared elected. If it does not occur on the first ballot, the person with the fewest votes will be dropped for the next ballot. Balloting will continue under this procedure until some person has a majority of the ballots cast.

The order of voting shall be the President,Vice President, Women’s Rugby Rep,Youth/Development Rep, Secretary and Treasurer, when these positions are contested.

8. Election by Acclamation

If there is only one person nominated for a position that person will be declared elected. ARTICLE 10 - DUTIES AND POWERS OF OFFICERS

1. The Executive

The members of the Executive are responsible for the activities of their area as outlined below and as such they shall chair all meetings related to the area and ensure that minutes of

these meeting are made. If necessary they will also establish committees to administer the affairs of their area (committee members are to be selected by the Executive member and approved by the Executive). See to the recruiting of volunteers to fulfill positions on the committee. Present a report to the Annual General Meeting of the area’s activities. Ensure that all major decisions are presented to the Executive for ratification.

1. Duties of the President The President shall:

− Prepare the agenda for all meetings.

− Ensure distribution of the minutes, of all meetings of the Club.

− Be in charge of the Correspondence of Penguins RFC.

− Act, as the Chairman for the Bylaw review as such will ensure that these documents reflect the current purposes and satisfy the present requirements of the Club.

− Develop duties of all committees upon appointment of its members.

− Be an ex-officio member of all committees.

− Follow the overall interests of the Club.

− Be one of the official representatives of the Penguins RFC to all other related organizations.

− See that the several provisions of the Bylaws are enforced.

− Ensure that all aspects of the Societies Act status are maintained.

− Be responsible for ensuring that all resolutions of motions passed by the membership or Executive are carried out.

− Be the Club’s representative to all sport related and unrelated events or may appoint another Executive member when unable to attend.

1. Duties of the Vice President

The Vice President will:

− Represent the interest of specific gender members on the Executive.

− Share the duties of the President in his/her absence.

− Succeed the President in the case of the President’s resignation, expulsion or death for the remainder of the term.

− Act as the representative for all Men’s Rugby Fixtures.

− Act as an executive representative member of all assigned committees.

− Be responsible for undertaking any reasonable duties the Executive may request of him/her.

1. Duties of the Secretary/Treasurer The Secretary will:

− Keep that the minutes of meeting of the Club are maintained and communicated to the Executive and Members of the Club.

− Ensure the registration of all Members with all the applicable governing bodies of the Sports as required.

− Maintain Membership lists and Member contact information: phone, mail, and email distribution lists. Contact information for Media, Corporate Sponsors, and Sport Governing Associations.

− Maintain Club Website by posting information, notices, pictures and other data to the Website to ensure that it remains current and accurate.

− Maintain a filing of Association correspondence, current Bylaws, Policies & Procedures, Code of Conduct, Registration and Insurance forms.

The Treasurer will:

− Receive all membership fees and required registration forms from members.

− Keep the financial records of the Club in order.

− Ensure the payment of the bills of the Club approved by the Executive.

− Present financial statements to the Executive at each executive meeting and, if required, shall also present an audited financial statement to the Penguins RFC at the Annual General Meeting.

− Be responsible for ensuring that funds are used in accordance with any spending restrictions that are placed upon them by granting of funding agencies of institutions.

− At the first meeting of the newly elected Executive, turn over all funds, books, papers and other property of the Club to the elected successor.

− Ensure that an audit of the Club will be done annually and will be carried out by the individual or company appointed by the Executive within thirty (30) days of the end of the Financial year.

− Act as a consultant in establishing the yearly budget.

− Be responsible for undertaking any reasonable duties the Executive may request of him/her.

1. Duties of the Registrar/Recruiting Rep

The Registrar/Recruiting Rep shall:

− Receive all registrations and submit to the ERU

− Encourage recruiting in the Cold Lake area.

1. Duties of the Social Rep:

− Organize and execute Club social events.

− Manage and run all home game hosting events.

− Organize Edson Slo-pitch in tandem with Fundraising Rep

1. Duties of the Fundraising Rep:

− Manage and attend fundraising events in the Cold Lake area.

− Maintain a link with local businesses involved in sponsorship.

− Organize Edson Slo-pitch in tandem with Social Rep

ARTICLE 11 – COMMITTEES

1. Standing Committees

The President, with the approval of the Executive shall appoint the Standing Committees of Penguins Rugby Football Club. The size of each committee is at the discretion of the President but must be ratified by the Executive at its next meeting. The Vice Presidents are expected to Chair these Committees and to be a member of all possible Committees.

1. Committees

The Association’s Standing Committees shall include:

1. Sponsorship/Fundraising
2. Security
3. Discipline and Grievances
4. Field, Equipment and Kit
5. Social

And any other Special Purpose Committee as deemed necessary by the President and members.

3. Duties of Committee

The duties of the standing committees shall be as outlined by the President upon appointment of its members.

ARTICLE 12 – DISCIPLINE AND GRIEVANCES

1. Responsibility

Penguins RFC shall handle grievances by members or public in matters of local concern within the Boundaries and Policies of the Club.

1. Procedure

Grievance should be in the form of a letter addressed to the President, outlining the pertained facts, before Penguins RFC will recognize the grievance. The Executive shall consider all grievances within one (1) week of the receipt by the President. The member in question shall be given an opportunity to be heard at the hearing before the Executive. The President shall notify all parties involved in the grievance within ten (10) days of the Executive’s decision.

ARTICLE 13 – LAWS

Penguins RFC shall actively encourage the use of IRB

(International Rugby Broad) Laws or Modification at all levels of play.

ARTICLE 14 - FINANCES OF THE ASSOCIATION

1. Responsibility

The Treasurer will be responsible for the financial operation of the Association.

1. Standard Operating Costs:
   1. The Executive will operate a web page for information, recruiting and registration purposes
   2. Gas money will be available to all members who car-pool to regular-season games in Edmonton with a minimum of 3 members in the vehicle. Gas receipts must be submitted to the Treasurer with 3+ members’ names written on the receipt. Any member, who does not stay with the team, abandons other members in Edmonton or returns with fewer people will not be eligible.
   3. Tournament funding will be accomplished primarily from fundraising and will include:
2. Tournament Registration fees
3. Accommodations in the vicinity of the tournament.
4. Gas is not covered for tournaments and members are encouraged to car-pool and make responsible arrangements on their own.

2. Disposal of Funds

All moneys received by or on behalf of the Club shall be deposited in the account of the Club, which should be housed in a chartered bank or trust companies.

All disbursements shall be made by cheque signed by any two of the following:

President, Vice President, Women’s Rugby Rep, Youth/Development/Sponsorship Rep, Secretary and Treasurer.

ARTICLE 15 - FUNDS OF THE ASSOCIATION

All moneys shall be applied towards carrying out the objectives of the Club, in accordance with the direction of the Executive, as laid out in the Policies of the Club.

ARTICLE 16 - INSPECTION OF BOOKS AND RECORDS

Any member of the Club may request access for the purpose of inspection of the books and/or records of the Club, at any meeting of the Club given that verbal notice of such request is made to the President at least one (1) week prior to the start of such meeting.

ARTICLE 17 – EMBLEM

The Executive may from time to time adopt any mark, design, device, symbol or emblem for the use by the Penguins RFC.

ARTICLE 18 - CONDUCT OF AFFAIRS OF THE ASSOCIATION

All meetings of the Association will be conducted in accordance with Robert’s Laws of Order, Newly Revised.

ARTICLE 19 – AMENDMENTS

In accordance of section 1(d) of the Societies Act, bylaws can be amended by special resolution only. The notice must be given to the members 21 days in advance, and the special resolution requires the approval of 75% of the members in attendance.

ARTICLE 20 – POLICIES

The Executive has the power and responsibility for the development of Policies applicable to Penguins RFC. These policies may be amended by the majority vote of the Executive, subject to ratification at the next General Meeting. No notices of motion are required.

ARTICLE 21 – DISSOLUTION

Upon dissolution, after paying debts and liabilities, any remaining assets or monies will be:

a) Disbursed among all active members of the Club in Good Standing.

ORGANIZATION CHART

President

Vice President Secretary/Treasurer

Registrar/Recruiting Fundraising Rep Social Rep

PRFC – Penguins Rugby Football Club