



EASTERN ONTARIO RUGBY UNION

CONSTITUTION AND BY-LAWS

January 23, 2016

NAME & JURISDICTION

1. The name of the organization shall be the Eastern Ontario Rugby Union (hereinafter referred to as the EORU).
2. The EORU shall be at all times under the jurisdiction of the Ontario Rugby Union, and shall function as a Branch thereof.
3. The objectives of the EORU shall be to promote, develop, administer, and co-ordinate all aspects of the game of Rugby Football within its defined geographical area. This area shall be defined by the Ontario Rugby Union.

HEAD OFFICE

4. The Head Office of the EORU shall be in the City of Ottawa, in the Province of Ontario, or at such other place as the Officers of the EORU may from time to time determine.

SEAL

5. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the EORU.

MEMBERSHIP

6. Membership in the EORU consists of:
 - a. Voting Members:
 - i. Clubs, Societies and other organizations formed to play and/or promote the game of rugby as recognized and admitted to membership by the Executive Committee, and ratified at a general meeting hereinafter provided for;
 - b. Associate Members:
 - i. Any corporations or groups of persons approved by the Executive, and who have paid such sum, being not less than five dollars (\$5.00) annually, as the Officers may in each individual case decide, to be known as "associate members".

c. Ordinary Members:

- i. any persons who are members in good standing of a club recognized by the Executive Committee and ratified at a general meeting as voting members.

Members may resign in writing, which resignation shall be effective upon acceptance thereof by the Executive.

In case of resignation, a member shall remain liable for payment of any assessment, or other sum levied, which became payable by the member to the EORU prior to acceptance of that member's resignation.

EXECUTIVE COMMITTEE

7. The affairs of the EORU shall be managed by an Executive Committee, assisted by various appointed Directors, each of whom at the time of election or appointment, or within ten days thereafter and throughout his/her term, shall be deemed an "ordinary member" of the EORU.
 - (a) Nominations for election to the Executive shall be made by any two (2) "voting members" with the consent of the nominee to serve on the Executive if elected. If the nominee is not present at the election, such consent must be in writing.
 - (b) The Executive Officers of the EORU shall be elected for a period of two (2) years or until the second Annual General Meeting next succeeding, whichever shall first occur. The Officers shall retire at the end of the two year term, and run again for office if so desired.
 - (c) The election may be by a show of hands unless a ballot be demanded by any three (3) voting members present. A nominee shall be considered elected by receiving the largest number of votes.
 - (d) Nominations for appointment as a Director, shall be made by any "voting member" with the consent of the nominee to serve if appointed. If the nominee is not present at the election, such consent should be in writing. Any "voting member" may nominate himself/herself for appointment as Director. Ratification of the appointment shall be made by a show of hands. A simple majority shall ratify the appointment.
 - (e) Should more than one nomination be received for any position, and should all but one of the nominees not agree to withdraw such a nomination, then the appointed position will become an elected position for a period of one (1)

year. The election shall occur the same as for election of Officers, in the manner provided above.

- (f) The Directors shall be appointed and retire at each Annual General Meeting. The Directors shall hold office for a term of one (1) year from the date of their appointment, or until the first Annual General Meeting next succeeding, whichever shall first occur. No one person may hold more than one position as Director.
- (g) Should any Director's portfolio not be filled at an Annual General Meeting, then a member of the Executive Committee may make a nomination at any meeting of the Executive Committee. Nominations so made shall be ratified by the Executive.
- (h) The Executive may, following the majority approval of club presidents, establish new temporary directorships in order to assist the executive with meeting the objectives of the EORU. Temporary directors will be appointed until the next Annual General Meeting.
- (i) The members of the EORU may remove any Executive Officer or Director before the expiration of his/her term of office, at a general meeting of which notice specifying the intention to pass such a resolution shall be given. The resolution shall be considered passed only by two-thirds of the votes cast in favour of the resolution at the general meeting. The members of the EORU may elect any person in the said Executive Officer's stead, or appoint any person in the Director's stead, by a majority of the votes cast at that meeting, for the remainder of that Officer's or Director's term then outstanding. Should an Officer or Director fail to fulfill his/her duties, or be guilty of misconduct, the said Officer or Director may be removed from office by a majority vote of the Executive, which vote must, within thirty days, be confirmed by a two-thirds majority of members at a general meeting convened for this purpose.

VACANCIES, EXECUTIVE COMMITTEE

- 8. Vacancies on the Executive Committee, however caused, may, so long as a quorum of Officers remain in Office, be filled by the Executive Committee from among the members of the EORU, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting of the members. If there is not a quorum of Officers, the remaining Officers shall forthwith call a meeting of the members to fill the vacancy. If the number of Officers is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby deemed to have occurred. These vacancies may be filled in the manner provided above.

QUORUM AND MEETINGS, EXECUTIVE COMMITTEE

9. A majority of the Officers shall form a quorum for the transaction of business, except as otherwise required by law. The Executive Committee may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Officers are present, or if those absent have signified their consent to the meeting being held in their absence; such consent may be given before or after the meeting. Executive Committee meetings may be formally called by the President or by the Secretary on direction in writing of two Officers. Notice of such meetings shall be delivered to each Officer not less than seven (7) days 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. The Committee may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent. An Executive Committee meeting may also be held, without notice, immediately following the Annual General Meeting of the EORU. The Officers may consider or transact any business, either special or general at any meeting of the Committee. All Directors of the EORU, and any other "voting members" or "ordinary members" are free to attend any Executive Committee meeting. There shall be no requirement to give formal or informal notice to any other members of the EORU except as provided above.

VOTING, EXECUTIVE COMMITTEE

10. Questions arising at any Executive Committee meeting shall be decided by a majority of votes cast by the Executive Officers and Voting Members of the Corporation, or their proxies, present at the meeting. In any case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Officer present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by any other Officer as the Committee may from time to time appoint for the purpose. Directors and ordinary members of the EORU may not participate in any votes unless designated as a proxy for an Officer absent from the meeting, which proxy shall be in writing over the signature of the absent Officer and shall contain the date of the meeting at which it is intended to exercise such vote or votes.

POWERS

11. (a) The Officers of the EORU 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 EORU may lawfully enter, and save as hereinafter provided generally, may exercise all such other powers and all such other acts and things as the Corporation is by its charter authorized to exercise or do.

(b) Without in any way derogating from the foregoing, the Officers are expressly empowered from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, right, warrants, options and other securities, lands, buildings, and/or other property, moveable or immovable, real or personal, or any right or interest owned by the EORU, for such consideration and upon such terms and conditions as they may deem advisable. The Officers may pass a by-law regulating the conditions and qualifications for membership and expulsion of members.

REMUNERATION OF OFFICERS AND DIRECTORS

12. The Officers and Directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

13. There shall be five Executive Officers of the EORU:
1. President
 2. Vice President, Finance & Administration
 3. Vice President, Technical
 4. Vice President, Competitions
 5. Secretary

DUTIES OF EXECUTIVE OFFICERS

14. (a) Duties of President:

The President shall, when present, preside as chair at all meetings of the members of the EORU and of the Executive Committee. The President shall also be charged with the general management and supervision of the affairs and operations of the EORU including all Branch level administrators. The President shall also have the responsibility for liaison with the Presidents of member clubs, societies and rugby organizations in Eastern Ontario; and with the presidents of the Ontario Rugby Union (Rugby Ontario) and other Unions, except as specified for other Officers. The President with two other Officers, appointed by the Executive for the purpose, shall sign all by-laws and membership certificates.

(b) Duties of Vice-Presidents & Secretary:

The Vice-Presidents shall, when present, exercise the duties of the President in the latter's absence or inability. The Vice-Presidents shall be responsible for preparing and submitting to the Executive Committee for approval, a budget forecast for the upcoming fiscal year, for those portfolios within their responsibility, and for managing the expenditures throughout the year against the approved budget. The Vice-Presidents shall keep the President aware of all dealings with Presidents of EORU rugby organizations. The Vice-Presidents shall ensure that reports for each portfolio are available prior to each Annual General Meeting, and shall present those reports at the Annual General Meeting. The Vice-Presidents shall also perform the specific duties described below, and such other duties as may from time to time be determined by the Executive Committee. Each Vice-President may assume one of the Directors' portfolios within his/her responsibility and may delegate certain responsibilities to Directors. The three Vice-Presidents shall be named as follows:

Vice-President, Finance & Administration

Vice-President, Technical

Vice-President, Competitions

(c) Vice-President, Finance & Administration

- i. The Vice-President shall be responsible for liaison with the Rugby Ontario's Administrative Coordinator on financial and administrative matters, including player registration, and with local organizing committees.
- ii. The Vice President Finance & Administration shall keep full and accurate 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 EORU in such

bank or banks as may from time to time be designated by the Executive.

- iii. The Vice President Finance & Administration shall disburse the funds of the EORU under the direction of the Executive, taking proper vouchers therefore and shall render to the Executive at the regular meetings thereof or whenever required, an account of all transactions as Vice President Finance & Administration, and of the financial position of the EORU.
- iv. The Vice President Finance & Administration shall also be responsible for liaison with the Vice-Presidents, to ensure that the financial information concerning the portfolios within their responsibility is current and accurate.
- v. The Vice President Finance & Administration shall also perform such other duties as may be determined from time to time by the Executive.

(d) Vice-President, Technical

- i. The Vice-President, Technical shall promote the development of the skills of coaching and safe practices, convene and chair a coaches committee, plan and coordinate coaching development activities, liaise with other coaching organizations as may be in existence, and shall perform such duties as may from time to time be determined by the executive committee.

(e) Vice-President, Competitions

- ii. The Vice-President, Competitions shall be responsible for keeping the EORU Game Regulations up to date for each level of play; for liaison with the EORRS, (Referees Society) and other Unions on Game matters; and be the EORU's representative on Rugby Ontario's Game, Technical and/or Competitions Committee(s).
- iii. The Vice-President, Competitions is responsible for preparing a schedule of all league and friendly fixtures acceptable to member clubs prior to each playing season at each level of play in the EORU – senior, junior, men/women, 7s; and a schedule of such "cup" tournament matches and other fixtures as determined by the respective Program Directors.
- iv. The Vice-President, Competitions shall administer the EORU Game Regulations, maintains records of results, including current standings of the leagues, and shall co-ordinate with the Director, Communications to ensure that results and standings are available for timely distribution to the media, the EORU Web Site and the clubs.
- v. The Vice-President, Competitions shall be responsible for liaison throughout the year with clubs' fixtures secretaries, the Appointments Secretary of the EORRS and Rugby Ontario, and shall also perform such duties as may from time to time be determined by the Executive Committee.

(f) Duties of Secretary:

- i. The Secretary shall be ex-officio clerk of the Executive Committee and Board, and shall attend all meetings of the Executive for the purpose of recording all facts and minutes of all proceedings in the books kept for that purpose.
- ii. The Secretary shall give all notices required to be given to members, Directors and Officers, and shall be the custodian of the seal of the EORU and of all books, papers, records, correspondence, contracts and other documents belonging to the EORU, which shall be delivered up only when authorized to be done so, and to such person or persons as may be named in the resolution.
- iii. The Secretary shall be responsible for distributing minutes to all club presidents, EORU officers and directors as well as for posting them on the EORU Web Site.
- iv. The Secretary shall perform other such duties as may from time to time be determined by the Executive, and shall also keep current and maintain separately all EORU by-laws, league regulations, guidelines, policies and procedures of the Executive and its subcommittees that pertain to the administration of the Union.

BOARD OF DIRECTORS

15.

- a) A Board of Directors will be developed each year of the EORU. Under the direction of the Executive Committee, this Board will oversee the annual operations on specific issues of the corporation.
- b) This Board will include, but not be limited to, the following Directors:
 - i) Junior – U20 and under
 - ii) Women
 - iii) 7s – junior and seniors
 - iv) Youth/Rookie Rugby
 - v) Discipline
 - vi) Men’s Rep
 - vii) Women’s Rep
 - viii) NCYRF - National Capital Youth Rugby Festival
 - ix) Strategic review & planning
 - x) EORRS – invite President of the Referee’s society to the Board
 - xi) TERP – invite President of Twin Elm Rugby Park to the Board
 - xii) Coaching & Development
 - xiii) Partnerships
 - xiv) RC/RO Liaison
 - xv) Communications

- xvi) Tours & Tourneys
- xvii) and, Directors at Large

- (c) Most Directors will have a specific role and/or jurisdiction within the EORU. This will be identified and agreed upon before the playing season commences. Each Director will be responsible for developing an annual plan with measurable goals and objectives concurrent to an effective operational plan. Each Director will work with other complementary Directors to develop such plans and its corresponding budget.
- (d) Directors may from time to time be required to be present at Executive Committee meetings to answer questions concerning their portfolios, or to clarify certain situations, or to provide greater understanding to the Executive Committee. Notice of this requirement shall be delivered to the President or the Secretary not less than seven (7) days 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.

EXECUTION OF DOCUMENTS

16.

- a) Deeds, transfers, licences, contracts and engagements on behalf of the EORU shall be signed by any two of the Executive Officers of the EORU, and there shall be affixed, the seal of the EORU to such instruments as require the same.
- b) Contracts in the ordinary sense of the operation of the EORU may be entered into on behalf of the EORU by any of the Executive Officers, or any person authorized by written resolution by the Executive.
- c) The President, Executive Officers, Directors or any one of them, or any person or persons from time to time designated by written resolution by the Executive Committee, may transfer any and all share of stock, bonds, or other securities from time to time standing in the name of the EORU in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the EORU transfers or shares of stock, bonds or other securities from time to time transferred to the EORU, and may affix the corporate seal to 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 of stock, bonds or other securities on the books of any company of the EORU.

- d) Notwithstanding any provisions to the contrary contained in the by-laws of the EORU, the Executive Committee may at any time by written resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation of the Corporation may or shall be executed.

BOOKS AND RECORDS

17.

- a) The Officers shall see that all necessary books and records of the EORU required by the by-laws of the EORU or by any applicable statute or law are properly kept.
- b) The Officers shall appoint prior to the close of the financial year a qualified person to review the financial statements, whom shall not be a member of the Executive Committee.

DUES PAYABLE

18.

- c) Voting member clubs shall pay such annual dues as are set by the Executive Committee from time to time based on the number of playing teams of the voting member. In the event that the Executive consider an increase of annual dues is necessary, they shall inform all voting members of the amount of the increase, together with the reason(s). The increase shall not be effective until forty-five (45) days notice of such increase has been given to the voting member. If the amount of the increase exceeds five (5) percent of the current annual dues compounded annually since the last increase, and if twenty-five (25) per cent of all voting members so request the Executive in writing within thirty (30) days from the date of the notice of the increase being given, a General Meeting of members will be called to discuss and approve the amount of the increase. In such an event, the increase will not take effect until approval has been received for the amount of the increase at the General Meeting called to discuss the increase.
- d) Dues should be paid in full by May 15, or in two installments due May 15 and July 15 or at such times as the Executive Committee may agree to. Dues may be increased by order of the Executive in the event that the voting member should increase the number of its playing teams.
- e) Member clubs in arrears will pay interest on the outstanding sum in the amount of 1.5 percent per month. In addition, in order that the Vice President Finance & Administration may close the year's accounts, should the arrears not be received by December 31st, the clubs will forfeit its vote(s) at the ensuing Annual General Meeting.

- f) No action shall be taken if prior to the October 31st date the voting member requests the Executive in writing for a hearing into the reason for its being in default.
- g) In this event, the Executive shall grant a hearing promptly and if it is not satisfied about the reasons for the default, it may forthwith both relieve the member of its voting privilege and expel the member. The Executive Committee shall also have the authority to levy penalties upon voting members for failure to pay dues and charge interest on overdue dues. Except as hereinafter provided, there shall be no dues payable by ordinary members.

ANNUAL GENERAL MEETING

19.

- a) The Annual General Meeting of the members shall be held on the last Saturday in November or at such time as the said Executive shall appoint, at a place to be designated by the Executive within the defined jurisdiction of the EORU.
- b) Notice of the Annual General Meeting shall be sent by e-mail to all club and associate members not later than fifteen (15) days prior to the date fixed for holding of such meeting.
- c) The President shall preside as Chairman over the Annual General Meeting or in his stead the Chairman shall be selected by the Executive from among themselves.
- d) The order of business at the Annual General Meeting shall be as designated by the notice calling the meeting and any other business the members by majority votes deem appropriate to consider and transact; provided that in addition to any other business, the report of the Vice Presidents, the financial statement and the report of the auditors shall be presented to the meeting for approval by the members.

GENERAL MEETINGS

20.

The Executive or the President or any member club shall have power to call at any time or in any place in Eastern Ontario a special general meeting of the members of the EORU Notice of the time and place of every such meeting shall be given to each member club by e-mail fifteen (15) days before the time fixed for the holding of such meeting, provided that any meetings of members may be held at any time and place without any such notice, if all the voting members of the

EORU are present thereat, or represented by proxy duly appointed, and at such meeting any business may be transacted which the EORU at annual or general meetings may transact. At any general meeting the most recent *Roberts Rules of Order* shall be used as the standard reference for all procedural purposes.

ERROR OR OMISSION IN NOTICE

21.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the EORU shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting, and may ratify, approve, and confirm any or all proceeding taken or had thereat. 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 the last address of that member, Director or Officer recorded on the books of the EORU

ADJOURNMENTS

22.

Any meetings of the EORU or of the Executive Committee 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 that no quorum is present.

QUORUM OF MEMBERS

23.

A quorum for the transaction of business at any general meeting shall consist of individual members being members in good standing of clubs or associate members representing not less than fifty percent (50%) of member club's votes and representing not less than fifty percent (50%) of member clubs, either in person or proxy.

VOTING OF MEMBERS

24.

- e) Associate members, and in addition each member club, shall be entitled to one vote for each team recognized by the EORU.
- f) Any dispute or question concerning the number of teams shall be determined by the Chairman of the meeting called, and such decision is binding for the purpose of any and all other general meetings convened during that year.
- g) Voting members in good standing shall be entitled at any annual or special or extra-ordinary meeting of members, to vote on each question. The vote or votes of recognized clubs or associated members may only be exercised by the individual carrying the nomination in writing over the signature of two authorized persons of the club or associate member, which nomination shall contain the date of the meeting at which it is intended to exercise such vote or votes. In the event of conflicting nominations, the one bearing the more recent date shall be effective. In the absence of properly executed nominations, in the event of conflict as to who shall be the nominee of the voting member, the Chairman shall be the sole judge, and his decision will be final and binding.
- h) At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the by-laws of the EORU. 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 (1) vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried, and an entry to that effect in the minutes of the EORU shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct, and the result of such poll shall be deemed the decision of the EORU in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a deciding vote.

FINANCIAL YEAR

25. Unless otherwise ordered by the Executive Committee, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

DISBURSEMENT OF FUNDS

26.

- a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the EORU shall be signed by any two of the Executive Officers of the EORU, and in such manner as shall from time to time be determined by resolution of the Executive Committee, and any one of such Officers may alone endorse notes and drafts for collection on account of the EORU through its bankers, and endorse notes and cheques for deposit with the bankers for the credit of the EORU, or the same may be endorsed "for deposit" or "for collection" with the bankers of the EORU by using the rubber stamp of the EORU for that purpose. Any one of such Officers so appointed may arrange, settle, balance and certify all books and accounts between the EORU and the bankers of the EORU, and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- b) Each Officer or Director is accountable for his budget and any additional expenditure must have prior approval of the VP Finance & Administration. Money may be advanced by the VP Finance & Administration to any Officer or Director responsible for an activity. That Officer or Director must provide a full account, with receipts, no later than one month after the activity, including a return of any profits or an invoice for reimbursement of a loss.
- c) It is the objective of the EORU that funds raised for a specific program will not be re-allocated to other programs and that budget allocations for a program will not be reduced as a result of successful fund raising for that program.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

27. The securities of the EORU shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive Committee. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the EORU signed by any two (2) of the Executive Officers of the EORU or in such manner as shall, from time to time, be determined by the Executive Committee, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Executive Committee shall be fully protected in acting in accordance with the directions of the Executive Committee, and shall in no event be liable for the due application of securities so withdrawn from deposit or the proceeds thereof.

NOTICE

28. Whenever, under the provisions of the by-laws of the EORU, notice is required to be given, such notice may be given either personally, or electronically , or by depositing same in a post office or public letter box, in a post paid, sealed wrapper addressed to the Officer, Director, or member at the last address of the Officer, Director, or member as appears on the books of the EORU

A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, Director, or Officer shall be the last address of the member, Director, or Officer as recorded on the books of the EORU

BORROWING

- 29.
- a) The Officers may from time to time
 - i. borrow money on the credit of the EORU; or
 - ii. issue, sell or pledge securities of the EORU; or
 - iii. charge, mortgage, hypothecate or pledge all or any of the real personal property of the EORU, including book debts, rights, powers, franchises and undertakings to secure any securities of any money borrowed, or any obligation or liability of the EORU.

 - b) From time to time the Executive may authorize any Officer or Director of the EORU, or any other person, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and so to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the EORU as the Executive may authorize, and generally to manage, transact and settle the borrowing of money by the EORU.

DISCIPLINE

30. Disciplinary action may be taken in accordance with the disciplinary guidelines determined from time to time by the Ontario Rugby Union (Rugby Ontario) against any voting, ordinary or associated member or against any person within the defined jurisdiction of the EORU for actions contrary to the laws of the game, or which are considered detrimental to the game of rugby football. It shall be the responsibility of the Director, Discipline to administer such programme, and identify the appropriate sanction for administration by the Executive Committee.

CHANGES AND ADDITIONS TO BY-LAWS

31. Changes, deletions or additions to these by-laws may be made at the Annual General Meeting of the EORU, or at a special meeting called for that purpose. Formal notice is to be made to all voting members at least two weeks prior to such meeting as hereinbefore specified. Changes, deletions or additions can only be made by a two-thirds majority of the voting members present.

INTERPRETATION

32. In this by-law and in all by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and reference to persons shall include firms and corporations. "Playing season" shall unless otherwise designated, be considered to run from April 1st to November 15th in any year. "Year" shall be the period running between each Annual General Meeting.

APPENDIX A

EORU Advisory Committees - Generic Terms of Reference

Aim:- To provide the EORU Executive Committee with non-binding advice and recommendations on matters consistent with their approved scope and objectives.

Membership:

- Member of EORU Executive Committee (Chair)
- One appointed representative from EORU clubs in good standing that wish to participate
- EORU Directors or an appointed member of another organization recognized by the Chair

Approvals by the voting membership:

- The scope and objectives of a new Advisory Committee (at a General Meeting)
- Continuation of Advisory Committees and any changes to Terms of Reference (at AGMs)

Responsibilities:

Club Presidents:

- Appoint their representative (if possible, this should be for the whole year)
- Raise any concerns about Committee operations with the EORU President

Advisory Committee Chairs:

- Invite Club Presidents to appoint one representative from their club
- Report on activities/achievements at the AGM
- Table advice & recommendations with the Executive Committee
- Relay Executive Committee direction & requests to review specific issues

Advisory Committee Members:

- Represent the views of their club executive at meetings
- Keep their club executives informed
- Act as a sounding board on issues referred by the Executive Committee

Executive Committee:

- Fully consider all advice and recommendations received
- Record decisions taken on the advice & recommendations received

EORU President:

- Raise any concerns about a club's participation with the Club President

Dated at Ottawa this 10th day of August 1980.

Amendments dated at Ottawa this 28th day of February 1985.

Further amendments dated at Ottawa this 30th day of November 1991.

Further amendments dated at Ottawa this 28th day of November 1992.

Further amendments dated at Ottawa this 16th day of January 1999

Further amendments dated at Ottawa this 20th day of February 2005

Further amendments dated at Ottawa this 13th day of December 2009

Further amendments dated at Ottawa, January 23, 2016.