



2013-08-29

Corporation Information Sheet

Canada Not-for-profit Corporations Act (NFP Act)

Fiche de renseignements concernant l'organisation

Loi canadienne sur les organisations à but non lucratif
(Loi BNL)

CANADIAN RUGBY FOUNDATION

Corporation Number	400426-4	Numéro d'organisation
Corporation Key Required for changes online	88857460	Clé de société Requise pour mettre les renseignements à jour en ligne
Anniversary Date Required to file annual return	12-21 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2013	12-21 to/au 02-19 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2013

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the NFP Act. To understand the corporation's reporting obligations, consult the pamphlet "[Your Reporting Obligations under the Canada Not-for-profit Corporations Act](#)" enclosed or available on our website.

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with trade names and trademarks (including those set out in the NUANS Name Search Report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on its activities. For additional information about protecting corporate names, consult our website.

Obligations de déclaration

Une organisation peut être dissoute si elle omet de déposer un document requis par la Loi BNL. Pour connaître les obligations de déclaration de l'organisation, veuillez consulter « [Vos obligations de déclaration en vertu de la Loi canadienne sur les organisations à but non lucratif](#) » ci-joint ou disponible dans notre site Web.

Dénomination

Dans les cas où Corporations Canada a approuvé une dénomination, il faut savoir que l'organisation assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le Rapport NUANS de recherche de dénominations). L'organisation devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de la province ou du territoire où l'organisation mène ses activités. Pour obtenir des renseignements supplémentaires concernant la protection d'une dénomination, consulter notre site Web.



2013-08-29

Corporations Canada
9th floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada
9e étage, Tour Jean-Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

DYE & DURHAM CORPORATION
SHERRILL ORPEN
734 BROUGHTON STREET
MAIN FLOOR
VICTORIA BC V8W 1E1
Canada

Corporation Number: **400426-4**
Numéro de l'organisation :

Request Received: **2012-12-21**
Date de réception de la demande :

Request ID: **6188523**
Numéro de la demande :

Your Reference:
Votre référence :

Please find enclosed the **Certificate of Continuance** (regarding transition) issued under the *Canada Not-for-profit Corporations Act* (NFP Act) and related documents for **CANADIAN RUGBY FOUNDATION**. Please ensure that these documents are kept with the corporate records.

Vous trouverez ci-joint le **certificat de prorogation** en ce qui concerne la transition émis en vertu de la *Loi canadienne sur les organisations à but non lucratif* (Loi BNL) ainsi que les documents connexes relativement à **CANADIAN RUGBY FOUNDATION**. Veuillez vous assurer de les conserver avec les livres de l'organisation.

If the corporation is or intends to become a registered charity as defined in the *Income Tax Act*, a copy of these documents must be sent to:

Si l'organisation est ou prévoit devenir un organisme de bienfaisance tel que défini par la *Loi de l'impôt sur le revenu*, une copie de ces documents doit être envoyé à :

Charities Directorate,
Canada Revenue Agency
Ottawa ON K1A 0L5.

Direction des organismes de bienfaisance
Agence du revenu du Canada
Ottawa (Ontario), K1A 0L5

The issuance of this certificate will be listed in the next Corporations Canada online Monthly Transactions report. The corporation will also be included in our online database of federal corporations. You can access both the report and the database on the Corporations Canada website.

L'émission de ce certificat sera publiée dans le prochain rapport électronique des transactions mensuelles de Corporations Canada. L'organisation sera également ajoutée dans notre base de données de sociétés de régime fédérales. Vous pouvez consulter le rapport ainsi que la base de données dans le site Web de Corporations Canada.

Please ensure that the corporation is aware of its ongoing reporting obligations by referring to the pamphlet, "Your Reporting Obligations under the *Canada Not-for-profit Corporations Act*" enclosed or available on our website.

Veillez vous assurer que l'organisation est informée de ses obligations de déclaration. Vous pouvez consulter la brochure « Vos obligations de déclaration en vertu de la *Loi canadienne sur les organisations à but non lucratif* » incluse ou disponible dans notre site Web.

Additional information about protecting a corporate name is enclosed or available on our website.

Vous trouverez ci-joint ou dans notre site Web, des renseignements concernant la protection de la dénomination.

For further information, please visit our website or

Pour de plus amples renseignements, veuillez visiter

contact Corporations Canada.

notre site Web ou communiquer avec Corporations
Canada.



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

CANADIAN RUGBY FOUNDATION

Corporate name / Dénomination de l'organisation

400426-4

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Marcie Girouard

Director / Directeur

2012-12-21

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)



Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act, Part II.*

1 Current name of the corporation

CANADIAN RUGBY FOUNDATION

2 If a change of name is requested, indicate proposed corporate name

3 Corporation number

4 0 0 4 2 6 - 4

4 The province or territory in Canada where the registered office is situated

British Columbia

5 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

3

Maximum number

14

6 Statement of the purpose of the corporation

See attached Schedule 'A'

7 Restrictions on the activities that the corporation may carry on, if any

NONE

E-MAIL

2013-08-23

1441

Form 4031
Articles of Continuance (transition)

8 The classes, or regional or other groups, of members that the corporation is authorized to establish

See Schedule 'B'

9 Statement regarding the distribution of property remaining on liquidation

It is specially provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act.

10 Additional provisions, if any

See Attached Schedule 'C'

E-MAIL

2013-08-23

1441

11 Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature



Print name

Michael Holmes

Phone number

(250) 382-7222

21 DEC '12 8:59

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 282(2) of the NFP Act).

03 DEC '12 10:45

Schedule 'A'

The objects of the Corporation are:

- (1) to foster, encourage and promote the game of rugby among both genders within Canada through grants to qualified donees (as defined by the Canada Customs and Revenue Agency) including the Canadian Rugby Union;
- (2) to educate and train individuals in all aspects of the game of rugby including, without limiting the generality of the foregoing, playing, coaching, refereeing and administering through grants to qualified donees (as defined by the Canada Customs and Revenue Agency) including the Canadian Rugby Union;
- (3) to advance the public's awareness, appreciation and understanding of the sport of rugby by such means as from time to time seem expedient to the directors including the staging of tournaments, conferences, educational seminars, workshops, lectures and lessons and the printing, publication and dissemination of newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meetings may think desirable for the promotion of the objects and purposes of the Corporation through grants to qualified donees (as defined by the Canada Customs and Revenue Agency) including the Canadian Rugby Union;
- (4) to cooperate and, where appropriate, work in conjunction with other organizations, whether incorporated or not, which have objects similar in whole or in part to the objects of the Corporation;
- (5) to maintain a liaison in administration between the Rugby Canada Foundation and the Canadian Rugby Union;
- (6) to buy, sell, supply and deal in goods of all kinds;
- (7) to accept any gift, whether subject to a special trust or not, for any one of more of the objects or purposes of the Corporation;
- (8) to take such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Corporation, whether by way of donations, subscriptions or otherwise;
- (9) to accumulate capital in order that the objectives of the Foundation may be promoted and expanded over time; and
- (10) to do all such things as are incidental or conducive to the attainment of the above noted objects.

Schedule 'B'

- a) Contributing member who are entitled to vote on all matters;
- b) CRU members who are entitled to vote on all matters;
- c) Honorary members who shall not be entitled to vote.

Schedule 'C'

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties and a director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.



Canada Not-for-profit Corporations Act (NFP Act) Form 4002

Initial Registered Office Address and First Board of Directors

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 Corporate name

CANADIAN RUGBY FOUNDATION

2 Complete address of the registered office (cannot be a post office box)

Number and street name
1212 - 1175 DOUGLAS STREET


City	Province or Territory	Postal code
VICTORIA	British Columbia	V8W 2E1

3 Directors of the corporation (if space available is insufficient, complete attached schedule)

First and last name	Address (cannot be a post office box)
PAT ALDOUS	1821 SHALERIDGE PL, KELOWNA, B.C. V1Z3E4
JOHN WOODWARD	2927 WEST 44TH AVENUE, VANCOUVER, B.C. V6N 3K3
COLLETTE MCAULEY	11 NESBITT STREET, ALMA ON N0B 1A0
AARON ABRAMS	2244 DEWSBURY DRIVE, OAKVILLE, ON L6M 0A6

4 Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.

Signature 

Print name Michael Holmes

Phone number 250 382-7222

M 21 DEC '12 8:59

G 3 DEC '12 10:45

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$6,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

2013-08-23 14:41



**Schedule
(Item 3 of Form 4002)
Directors of the corporation**
To be used if space on form is insufficient

Corporate name
CANADIAN RUGBY FOUNDATION

Directors of the corporation	
First and last name	Address (cannot be a post office box)
MARK WYATT	1606/1608 Belmont Ave, Victoria, B.C. V8R3Y7
BLAKE LEWIS	4410 WEST 2 nd AVENUE VANCOUVER, BC V6R 1K5
DON WHIDDEN	3211 - 114 STREET NW, EDMONTON, AB T6J 4B1
RAY HOEMSEN	2 POINT ROAD, WINNIPEG, MB R3T 1C9
MICHAEL BULL	1618 BEARPAW DRIVE NW, EDMONTON, AB T6J 5H8
LYLE NICHOLS	30 CHURCH STREET, TORONTO, ON M5E 1S7
PAT PARFREY	13 REGENT STREET, ST. JOHNS NL A1A 5A4
	M 21 DEC '12 8:59
	E-MAIL 2013-06-23 14:41
	C 3 DEC '12 10:45

CANADIAN RUGBY FOUNDATION

BYLAWS - GENERAL

SECTION 1 – GENERAL MATTERS

1.01 Definitions

In this by-law and all other by-laws of the Foundation, unless the context otherwise requires:

- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation;
- (c) "Board" means the board of directors of the Foundation and "Director" means a member of the Board;
- (d) "By-law" means this by-law and any other by-laws of the Foundation as amended and which are, from time to time, in force and effect;
- (e) "Foundation" means the Canadian Rugby Foundation, as presently constituted pursuant to the Act and as subsequently constituted or named pursuant to the Act;
- (f) "Meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- (g) "Member(s)" means a member or members qualified and in good standing as a member of the Foundation;
- (h) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes of the Members cast on that resolution;
- (i) "Proposal" means a proposal submitted by a Member of the Foundation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;
- (j) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (k) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

- (a) In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- (b) Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.03 Corporate Seal

The Foundation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Foundation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Foundation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Foundation shall be determined by the Board of Directors.

1.06 Banking Arrangements

The banking business of the Foundation shall be transacted at such bank, trust company or other firm or Foundation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Foundation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Foundation may, instead of sending copies of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in Subsection 172(1) are available at the registered office of the Foundation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Classes

Subject to the Articles, there shall be three classes of Members in the Foundation as follows:

- (a) Members contributing financially a minimum of \$25,000.00 cash or cash equivalent, or such amount as is set from time to time by resolution of the Members to adjust for inflation, and approved for membership by the Board (“**Contributing Members**”), who shall be entitled to vote on all matter brought before the Members;
- (b) three members appointed by virtue of their standing, at the time of their appointment, as directors of the Canadian Rugby Union and specifically the President and Vice-President and one other director (unless otherwise stipulated by the Canadian Rugby Union) (“**CRU Members**”) who shall be entitled to vote on all matter brought before the Members; and
- (c) non-voting or honorary members who have pledged a minimum of \$25,000.00 but not yet completed such pledge and other non-voting or honorary members nominated and approved for membership by the Board (“**Non-Voting Members**”).

2.02 Membership Qualification

Each member will also:

- (a) be at least nineteen years of age;
- (b) have consented to becoming a member.

No member will:

- (c) be other than a natural person;
- (d) be a person who has the legal status of a bankrupt or is insolvent;
- (e) be a person who is found by a court to be a mentally incompetent person or of unsound mind;

provided that a corporation that has made a minimum contribution of \$25,000.00 may submit a nominee to stand as a Member who shall be entitled, at the discretion of the Board, to membership.

The Board may limit the time of membership of a Corporation to the life of a principal or shareholder of the Corporation.

2.03 Membership Nomination

Members of the Foundation shall be nominated and appointed in accordance with the following procedure:

- (a) a nomination to be a Contributing Member:
 - (i) will be made in writing, signed by an existing Member of the Foundation;
 - (ii) will be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination);
 - (iii) will be lodged with the Secretary of the Foundation;and as soon as is practicable after the receipt of a nomination, the Secretary will refer the nomination to the Board;
- (b) a nomination to be a CRU Member:
 - (i) will be made in writing signed by the Chairman of the Board or the President of the Canadian Rugby Union or his or her duly designated alternative; and
 - (ii) will be lodged with the Secretary of the Foundation.

Upon a nomination being approved by the Board, the Secretary will, with as little delay as possible, notify the nominee, in writing, that the Member has been approved for membership of the Foundation and, in the case of a Contributing Member upon receipt of the minimum sum of \$25,000.00 cash or cash equivalent (approved by the Board) payable by or on behalf of the nominee, will enter the nominee's name in a register of Members to be kept by the Secretary.

2.04 Membership Continuation

A right, privilege or obligation of a Member, by virtue of this membership of the Foundation:

- (a) is not capable of being transferred or transmitted to another member; and
- (b) terminates upon the cessation of membership, whether by death, resignation or otherwise.

A Member of the Foundation may, at any time, resign from the Foundation by delivering or sending by post or facsimile to the Secretary a written notice of resignation and upon receipt of a

notice of resignation under this rule, the Secretary will remove the name of the Member by whom the notice was given from the register of Members, whereupon that Member ceases to be a Member of the Foundation.

The Board of Directors of the Foundation may, by resolution, approve the admission of other Members of the Foundation.

2.05 Membership Rights

Each Member who is entitled to vote shall receive notice of, attend and vote at all meetings of Members and shall be entitled to one (1) vote at such meetings. Subject to the Act and the Articles, a non-voting Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Foundation.

Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in Subsections 197(1)(e), (h), (l) or (m).

2.06 Notice of Meeting of Members

Notice of the time and place of a meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 10 to 21 days before the day on which the meeting is to be held.

Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Foundation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

2.07 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of Members may vote by mailed-in ballot if the Foundation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Foundation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues, if any, payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Foundation.

3.02 Termination of Membership

A membership in the Foundation is terminated when:

- (a) the Member dies;
- (b) a Member fails to maintain any qualifications for membership described in Sections 2.01 and 2.02 of these by-laws;
- (c) the Member resigns by delivering a written resignation to the chair of the Board of the Foundation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the Member's term of membership expires; or
- (f) the Foundation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Foundation, automatically cease to exist.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Foundation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Foundation;
- (b) carrying out any conduct which may be detrimental to the Foundation as determined by the Board in its sole discretion;

- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Foundation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Foundation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Foundation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Foundation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Foundation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

4.02 Chair of the Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 10% of the Members entitled to vote at the meeting and shall include a minimum of one (1) Canadian Rugby Union Director appointed under section 2.01(b) of these bylaws. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an

equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 - DIRECTORS

5.01 Powers

The affairs of the Foundation will be managed by a Board constituted as provided in these rules and with the power and authority provided for under the Act and these By-laws. The Board:

- (a) will control and manage the business and affairs of the Foundation;
- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Foundation; and
- (c) subject to these By-laws, has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Foundation.

The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Foundation. The Board shall also have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of the Foundation in accordance with such terms as the Board may prescribe.

5.02 Specific Board Discretion

The Board:

- (a) shall have the power to invest and re-invest the Foundation's property, whether real or personal, in such investments as they deem advisable without being limited to investments permitted by law for the investment of trust funds;
- (b) may open and operate such accounts with any chartered bank, trust company or investment firm as they deem expedient and deposit any cash balances in the hands of the Foundation at any time in such accounts and draw, make, endorse, deposit or deal in cheques, bills of exchange, promissory notes, drafts, or any other mercantile, commercial or security document of any nature whatsoever with such bank, trust company or investment firm and for such purposes the signature of those directors designated in writing by a majority of the Board as signing authorities on such accounts (or in the

absence of any such designation, then the signatures of the President and Secretary-Treasurer together) shall be valid and binding upon the Foundation and all such forms as may be required to open such accounts, operate the same and related matters shall be completed in the required manner and on the forms required by such bank, trust company or investment firm;

- (c) the directors may borrow money on the credit of the Foundation from time to time solely for the purposes of current operating expenses, the purchase and sale of investments and in the course of conducting and administering activities of the Foundation within its purposes and objects, but for no other purpose;
- (d) the Board will use all reasonable efforts to ensure that administrative and other expenses are kept to a minimum and in such regard will seek voluntary assistance wherever possible and conduct its business in such a way that is as economical and efficient as possible;
- (e) the Board shall adjudicate upon and have absolute discretion over all requests for spending and disposition of the Foundation's monies and funds and the management and control of the Foundation's assets and property, subject always to the purposes and objects of the Foundation; and
- (f) appoint public accountants to review the financial statements of the Foundation.

5.03 Board Nominations

The Board will consist of a minimum of three (3) directors and a maximum of eighteen (18) directors, ten (10) of whom will be elected by the Contributing Members and two (2) of whom will be the CRU Members (unless otherwise stipulated by the Canadian Rugby Union). The Board shall be entitled to appoint an additional six (6) directors.

Directors will, subject to these rules, hold office for a Term of two (2) years and shall cease to hold office when their replacement is appointed unless he or she ceases to hold office earlier in accordance with section 5.04 below. Directors are eligible for re-election. The subscribing directors will resign at the first meeting of the members in order that a new board of directors can be elected pursuant to these bylaws. Each director thereafter shall hold office for a term of three (3) years.

In the event of a casual vacancy occurring in the office of director, the directors elected by the Contributing Members or the directors appointed from the Canadian Rugby Members, as the case may be according to the vacancy, may appoint a member of the Foundation to fill the vacancy, and the member so appointed will hold office, subject to these rules until the conclusion of the vacating director's term.

Unless otherwise unanimously agreed to by the then current Members, and except for the nominees of the CRU Members, nominations of candidates for election of the Foundation:

- (a) will be made in writing signed by two (2) Members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) will be delivered to the Secretary of the Foundation at least ten (10) days before the date fixed for the holding of the annual general meeting, if directors are scheduled for election at such annual general meeting.

If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected. If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held. The ballot for the election of directors will be conducted at the annual general meeting in such usual and proper manner as the Board may direct. There shall be no nominating from the floor at an annual general meeting for Board members unless there are an insufficient number of nominations.

5.04 Board Vacancies

For the purposes of these rules, the office of a director of the Foundation becomes vacant if the director:

- (a) dies;
- (b) becomes of unsound mind, as determined by a medical doctor;
- (c) resigns his office by writing under his hand addressed to the Board;
- (d) fails, without leave granted by the Board, to attend three (3) consecutive meetings of the Board;
- (e) he is removed from office in accordance with the provisions these by-laws or the Act; or
- (f) he ceases to be qualified for election as a director in accordance with the provisions of these by-laws or the Act.

5.05 Indemnification

Every person now or hereafter serving as a director or officer of the Foundation and every person who acts as the authorized agent of the Foundation shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding in

which he may be involved by reason of his having been a director, officer or agent of the Foundation, whether or not he continues to be a director, officer or agent at the time such costs and expenses are imposed and incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, counsel fees, disbursements, and amounts of judgments against, and amounts paid in settlement by, any director or officer or such agent, other than amounts paid to the Foundation itself; provided however that no such director or officer or agent shall be so indemnified:

- (a) with respect to any matter as to which such director or officer or agent shall in any such action, suit or proceeding be finally adjudged to be liable for negligence or misconduct in the performance of his duties as such director or officer or agent; or
- (b) in the event of a settlement of any such claim, action, suit or proceeding, unless
 - (i) such settlement is, without knowledge of the indemnification provided for hereby, approved by the court having jurisdiction of such action, suit or proceeding; or
 - (ii) a written opinion of independent legal counsel, selected by or in a manner determined by the directors, is received prior to or within a reasonable time after the settlement to the effect that it is not or was not probable that the director, officer or agent requesting reimbursement would be adjudged liable for negligence or misconduct and that the entire cost of defending such claim, action, suit or proceeding to a final conclusion may properly be borne by the Foundation.

In the event of death of any person having a right of indemnification under the provisions of this paragraph, such right shall enure to the benefit of his heirs, executors, administrators and personal representatives.

If any part of this paragraph shall be found invalid in any judicial proceeding, the validity and effect of the remaining provisions shall not be affected. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled and the Foundation may provide additional indemnity to its directors, officers and authorized agents by resolution of the members.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Foundation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Foundation not less than four (4) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors.

6.06 Quorum

A quorum for all meetings of the Board shall be at least five (5) directors then in office and provided that a director shall be considered present, for the purpose of calculating a quorum if he or she is present in person or connected by telecommunication.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Foundation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board - The chair of the Board, if one is to be appointed, shall be a director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the Members. The chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board - The vice-chair of the Board, if one is to be appointed, shall be a director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.
- (c) President – If appointed, the president shall be the chief executive officer of the Foundation and shall be responsible for implementing the strategic plans and policies of the Foundation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Foundation.
- (d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Foundation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation.
- (e) Treasurer - If appointed, the treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Foundation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer’s successor being appointed,
- (b) the officer’s resignation,

- (c) such officer ceasing to be a director (if a necessary qualification of appointment); or
- (d) such officer's death.

If the office of any officer of the Foundation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Foundation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Foundation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Foundation to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among Members, directors, officers, committee members, or volunteers of the Foundation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, directors, officers, committee members or volunteers of the Foundation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Foundation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Foundation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Foundation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Foundation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential

and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

(d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.


SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Foundation, as enacted by the directors of the Foundation by resolution on the 5th day of November, 2012 and confirmed by the Members of the Foundation by special resolution on the 5th day of November, 2012.

Dated as of the 5th day of November, 2012.



[Indicate name of director/officer]

Michael Hoopes
PRESIDENT AND DIRECTOR