RUGBY LEAGUE BRITISH COLUMBIA ASSOCIATION

CONSTITUTION & BYLAWS

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CONTENTS

A.	Constitution	3
B.	Bylaws	3
BYLAW 1	Definitions and Structure	3
BYLAW 2	Membership	5
BYLAW 3	Meetings of Members	9
BYLAW 4	Board of Directors and Elections	12
BYLAW 5	Proceedings of Directors	15
BYLAW 6	Amendments to Constituting Documents	16
BYLAW 7	Committees	17
BYLAW 8	Senior Managers	18
BYLAW 9	Financial Review	18
BYLAW 10	Conflict of Interest	18
BYLAW 11	Club Boundaries	19
BYLAW 12	Honourary Life Membership Procedure	20
BYLAW 13	Appointment of Auditor	21
BYLAW 14	Financial	21
BYLAW 15	Rules	21
BYLAW 16	Dissolution	22

A CONSTITUTION

a. The name of the Society is Rugby League British Columbia Association and shall be represented by the acronym “RLBC”.

b. The Society shall be not for profit, this provision is unalterable.

c. The Society is dedicated to the growth, promotion, development, administration and coordination of Rugby League in British Columbia.

d. The objective of the Society is to foster the growth of Rugby League in the Province of British Columbia such that participants and observers:

   i. value the lessons taught by athletic participation;

   ii. pursue excellence through personal development and teamwork, ethical and responsible behavior on the field and off,

   iii. demonstrate and encourage leadership and strength of character, sportsmanship, respect for one's opponents, acceptance of victory with humility, and acknowledgement of defeat with grace;

   iv. adopt habits which lead to healthier lives;

   v. educate participants to look after their mental health and the mental health of those around them; and

   vi. provide the opportunity to inspire and be inspired by sport.

B BYLAWS

BYLAW 1

DEFINITIONS AND STRUCTURE

1.1 Definitions

In these Bylaws and the Rules, unless the context otherwise requires:

a. **"Annual General Meeting"** is the general meeting held only once per year that satisfies obligations of the Societies Act and these Bylaws;

b. **"Associated Person"** means a player, coach, assistant, or representative of a Club of the RLBC;

c. **"BCRL"** means the British Columbia Bulldogs Rugby League Association or the predecessor organization governing rugby league in the Province of British Columbia having been renamed by special resolution to RLBC;

d. **"Board"** means the Board of Directors of the RLBC;

e. **"Club"** means an organization that organizes, equips and operates at least one rugby league team in the Province of British Columbia and is a constituent member of the RLBC;

f. **"CRLA"** means the Canada Rugby League Association;

g. **"days"** includes a reference to a number of days and where it is not expressed to between two events calculating that number of days the day on which the first event happens is excluded and the day on which the second event happens is included;

h. **"delivery"** includes, unless specifically stated otherwise in a Bylaw, by electronic transmission, mailing, or delivering it to the address of the RLBC;

i. **"Delegates"** means an Associated Person registered with the RLBC by a Club a a player, coach, manager, or assistant of a team for the purpose of voting at General Meetings;

j. **"Directors"** means the Directors of the RLBC, who shall be considered Directors of the Society for the purposes of the Societies Act;

k. **"General Meeting"** means an Annual General Meeting or Special General Meeting as the case may be;

l. **"Member"** means every person who becomes and remains a member in accordance with these Bylaws and includes each and all of the membership categories as defined in these Bylaws;

m. **"Members Proposal"** means a proposal by Members to be considered in a General Meeting that has been submitted to the RLBC and includes a statement of support for the proposal (consisting of fewer than 200 words) and, if not attached to a Members Requisition, contains the names and signatures of at least 10% of the voting Members;

n. **"Members Requisition"** means a requisition by members of a society to call a General Meeting which satisfies the obligations contained in section 75 of the Societies Act, including the names and signatures of at least 10% of the voting Members and must include or attach a Members Proposal;

o. **"Ordinary Resolution"** means a resolution passed by a majority (50% plus 1) of the Members or Directors entitled to vote on the resolution as the case may be or, for the purpose of resolutions of the Board of Directors only, a resolution consented to in writing, after being sent to all of the Directors without a meeting, by at least 2/3 of the voting members;

p. **"Players"** means individuals, irrespective of age, that have registered pursuant to the Bylaws and Rules;

q. **"Registered Address"** means the member's address as recorded in the register of members a maintained by the RLBC;

r. **"Registered Email Address"** means the email address of a Member, as recorded in the disclosure statements filed with the Society office from time to time in accordance with these By-laws;

s. **"Representative Teams"** means the BC Bulldogs or BC Storm, their respective successor teams, or any other representative team created at the discretion of the RLBC for the

purposes of representing, in whole or in part, the RLBC;

t. **"RLBC"** means the Rugby League British Columbia Association or any successor organization governing rugby league in the Province of British Columbia;

u. **"Rules"** means the RLBC Competition Rules and Regulations;

v. **"Societies Act"** means the Societies Act, SBC 2015, c. 18, and all amendments and regulations to it and its successor statutes;

w. **"Special General Meeting"** means any General Meeting of the RLBC other than the Annual General Meeting;

x. **"Special Resolution"** means a special resolution as defined by the Societies Act, which, without limiting the foregoing, is a resolution passed at a General Meeting by a majority of not less than 75% of the votes of those members of a society or at a Board meeting by a majority of not less than 75% of the votes of Directors; and

y. **"Youth"** means persons 17 years of age or younger.

1.2 Interpretation

Words importing the singular include the plural and vice versa, and words importing gender include other genders and corporations and other societies.

1.3 Structure of Governing Documents

These documents are organized in a hierarchical approach. The order of precedence is:

a. Constitution;

b. Bylaws; and

c. Rules and Regulations.

In any situation where there is a conflict between the documents, the higher-level document shall take precedence.

BYLAW 2

MEMBERSHIP

The RLBC shall have membership categories as defined in Bylaws 2.1 to 2.3.

2.1 Voting Members

Voting Members include:

a. Directors of the RLBC;

b. Accredited Referees who have been approved for membership by the Board; and

c. residents of the Province of British Columbia that are appointed as Delegates of properly constituted Clubs and Representative Teams as defined in the Bylaws, to a maximum of three (3) per Club and Representative Team.

Notwithstanding that a person may qualify as a Voting Member under more than one category, a Voting Member may only hold one membership and be entitled to only one vote at any General Meeting.

2.2 Affiliate Members

Affiliate Members include Members of the CRLA that are residents of British Columbia and all competitive and recreational District, Inter-District, or Multi-Jurisdictional Leagues, Amateur Associations, Professional teams, Referees' Associations, Coaches' Associations, Schools (including Colleges, Universities, and Academies) where Rugby League is a registered sport, Players, and parents, guardians, or carers for registered Youth Players, and Rugby League Camps operating within the Province of British Columbia that have applied for membership, been accepted by the Board, and paid membership dues, if any determined by the Board. Affiliate Members shall have a voice but no vote.

2.3 Honourary Life Members

Honourary life member means a member recommended on the basis of outstanding service to the RLBC and who have been formally recognized for this contribution as per the honourary life membership of the section of the Bylaws. An honourary life member shall have a voice but no vote.

2.4 Unaffiliated Constituents

Any natural person who is a not a resident of the Province of British Columbia and who:

a. is a Canadian citizen;

b. is a Canadian permanent resident; or

c. is qualified to represent Canada at International Rugby League competitions

may apply to the Board for Unaffiliated Constituent Status. At the Board's discretion, an applicant who pays an annual subscription determined by the Board may be granted Unaffiliated Constituent status. Unaffiliated Constituents may participate in programming sanctioned by RLBC. Unaffiliated Constituents are not Members and do not have voting rights at any meetings of the RLBC.

2.5 Membership Obligations

Every Member must uphold the constitution and comply with these Bylaws.

2.6 Liability of Members

A Member is not, in the Member's personal capacity, liable for the debt or liability of the RLBC.

2.7 Fees

Player, Member, and Unaffiliated Constituent fees shall be determined from time to time by the Board. Player fees are payable prior to the start of competition.

2.8 Termination or Cessation of Membership

A person shall cease to be a Member of the RLBC upon their:

a. ceasing to qualify to be a Member;

b. death or, in the case of a corporation or society, on dissolution;

c. delivering an intent to resign in writing to the Secretary of the RLBC by email to the Registered E-mail of the Secretary, mailing, or delivering the intent to resign to the Registered Address of the RLBC;

d. being expelled by operation of these Bylaws; or

e. otherwise ceasing to be a member as set out in these Bylaws or any schedule hereto.

2.9 Suspension or Expulsion

Consideration of Suspension or Expulsion from the RLBC as contained in this Bylaw is separate and apart from suspension resulting by operation of the Rules. A Member may be suspended or expelled or both from the RLBC, by determination of the Directors, if that Member does or suffers any of the following:

a. wilfully provides false information to the RLBC on its application for Membership or on any disclosure statement filed by the Member pursuant to these Bylaws or the Rules;

b. wilfully violates the provisions of the RLBC's Constitution, Bylaws and Rules;

c. fails or refuses to fulfill its contractual obligations to third parties in such a way as to adversely affect the public image and financial integrity of the RLBC or of any of its Members or Clubs; or knowingly manipulates any promotion operated by it;

d. offers, agrees, conspires or attempts to lose any game participated in by its Teams, or fails to suspend immediately any of its Associated Persons who are found to have offered, agreed, conspired, or attempted to lose such a game, or have found to be interested in any pool or wager in any game in which the Associated Person's Team or Representative Team participates;

e. engages in conduct prejudicial to the welfare of the RLBC or prejudicial to the public image of the RLBC, the determination of prejudicial conduct being at the sole discretion of the Directors; or

f. violates the RLBC 's Code of Ethics or Code of Conduct.

2.10 Suspension or Expulsion Procedure

The following procedure shall apply to a suspension or an expulsion pursuant to any of the events described by Bylaw 2.9:

a. any Member of the RLBC, may at any time, profer charges against a Member by filing the same in writing, with the President that the Member has been guilty of an event set out in Bylaw 2.8 (the “Charges”);

b. the President shall forthwith notify the Member so charged of the Charges. The Member shall have the right to respond to the Charges and may only do so by filing its written answer, which must be delivered to the President’s Registered E-mail Address or the RLBC 's Registered Address, no later than seven (7) clear days following the date of the notification (the “Answer”), failing which the Member shall be deemed to have admitted the charges;

c. the President shall, within three (3) days following the expiry of the aforesaid seven day period, deliver a copy of the Charges and Answer, if any, to the Directors.

d. the Directors shall have seven (7) days from the day on which the said Charges and Answer were mailed to each of the Directors to consider the same at a hearing. Within three (3) days of the expiry of this seven (7) day period, the President shall hold a telephone conference meeting of all of the Directors. During this telephone conference, the Directors shall either:

   i. recommend by a simple majority vote that the Charges be dismissed; or;

   ii. recommend by a simple majority vote that the President shall call a Board Meeting at which time the Charges shall be heard. This hearing will be held at a location the Board and Member shall agree or, if agreement cannot be reached at a location in the Lower Mainland as selected by the President. This hearing shall be held within twenty-one (21) days from the date of the telephone conference;

e. At the hearing, the President shall preside and if the President unable to attend, a Director, determined by a simple majority of the Board of Directors shall preside;

f. At the hearing, the Member shall have the right to either appear in person or to be represented by Legal Counsel. All relevant sworn testimony, either orally or by sworn written declaration, shall be received and considered. The Member shall be entitled to an adjournment for no more than seven (7) days to enable it to present rebuttal evidence regarding matters of which it was not aware prior to the hearing and which were presented during the hearing;

g. After duly considering all the evidence and arguments presented, the Directors shall vote upon the question as to whether the Charges have been proven in whole or in part. A Special Resolution shall be required to prove the charges in whole or in part, provided that the Directors representing the Member or Members who preferred the charges as well as the Member charged are not entitled to vote;

h. If said Charges have been sustained, the Directors shall then consider the punishment to be handed out. The Directors may impose such fine as shall be considered commensurate with the offence and injury and, in addition, they may suspend the

Member for such period of time as they see fit or they may expel the Member from the Society. A Special Resolution is required to determine the punishment, provided that the Members representing the Member or Members who proffered the charges as well as the Member charged are not entitled to vote.

2.11 Appeal

The Member so punished pursuant to Bylaw 2.10 may appeal the Directors' decision by any findings of fact made by the Directors pursuant to this Bylaw to the CRLA through their dispute resolution process, including Dispute Resolution Bylaw 2019-03, whose decision shall be conclusive and final. The grounds of appeal shall be limited as follows:

a. the extent of punishment handed out by the Directors; or

b. procedural unfairness or breaches of natural justice;

2.12 Appeals to the Court

Absolutely no appeals shall be taken to any court of competent jurisdiction until such time as the appeal procedures set out herein as well as the Bylaws of RLBC and CRLA have been exhausted. Any appeal then brought to any court of competent jurisdiction shall be limited to allegations of procedural unfairness or breaches of natural justice.

BYLAW 3

MEETINGS OF MEMBERS

3.1 Annual General Meetings

The Annual General Meeting must be held at least once per calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

3.2 Special General Meeting

The Directors may, when they think fit, convene a Special General Meeting.

3.3 Notice of a General Meeting by Directors

Notice of a General Meeting, whether set by the Directors or a Members Requisition, must be received by all members fourteen (14) days prior to the date of the meeting and must include the location of the meeting. Notice may be by any one or combination of email, mail, phone call or posting to the RLBC website.

3.4 Notice Requirements

Notice must include the relevant supporting documents and specify the place, day, and hour of the meeting and contain the general nature of special business, should any exist, notice of elections to the Board, should one be necessary, order of business and any other notice requirements contained in the Societies Act or these Bylaws.

3.5 Member Proposals and Requisitions

A Member Proposal shall be considered at a General Meeting in the following manner:

a. If a General Meeting is not already scheduled, a Special General Meeting shall be held thirty (30) clear days following the receipt of a Members Requisition if the Members Requisition is signed by not less than 10 percent (10%) of Voting Members, a Member Proposal in included and the Members Requisition adheres to section 75 of the Societies Act; or

b. If a General Meeting is scheduled by a Notice of General Meeting pursuant to Bylaw 3.3, a Member Proposal signed by not less than 10 percent (10%) of Voting Members and delivered to the Registered E-mail Address of the President or the RLBC 's Registered Address ten (10) days prior to the scheduled General Meeting shall be added to the agenda for items to be considered at the scheduled General Meeting. The RLBC shall provide an Amended Notice of a General Meeting to its Members seven (7) days prior to the scheduled meeting.

3.6 Limits on Member Proposals

A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a General Meeting in the past two calendar years unless permitted by a simple majority vote of the Directors.

3.7 Errors and Omissions

The accidental omission to give notice of a meeting to, the non-receipt of a notice by any Members entitled to receive notice, or the absence of particulars required by Bylaw 3.4 does not invalidate proceedings at that General Meeting.

3.8 Special Business

Special business, requiring a Special Resolution, is all business at a General Meeting and all business at a General Meeting except the:

a. adoption of rules of order;

b. consideration of the financial statements;

c. report of the directors;

d. report of the auditor, if any;

e. election of Directors;

f. appointment of the auditor, if required; and

g. other business that, under these bylaws, ought to be conducted at a General Meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

3.9 Voting

Only Voting Members shall be eligible to vote at General Meetings.

3.10 Proxy

There shall be no voting by proxy at a General Meeting.

3.11 Indirect Voting

There shall be no indirect voting at a General Meeting. Indirect voting includes, but is not limited to, voting by mail or another means of communication, including by fax, email or other electronic means.

3.12 Delegates

For voting purposes, Delegates shall be affiliated with the Club which they represent. Members will provide RLBC with written notice of the names of its Delegates ten (10) days prior to a General Meeting. An alternative Delegate may be substituted for a named Delegate who is unable to attend by Ordinary Resolution of the Board. Each Delegate is shall be accorded one (1) vote for each resolution voted on and in each election. The Delegate list will be as recorded by the RLBC and any changes to the record must be declared by the Club to the Secretary.

3.13 Method of Voting

For all matters, voting shall be conducted by a show of hands unless a Voting Member requests the vote be conducted by secret ballot.

3.14 Secret Ballot

If a secret ballot is requested, the Chair shall nominate scrutineers to collect and count the ballots. The Voting Members shall vote to approve the scrutineer by majority vote by a show of hands. If the nominated scrutineer is not approved by show of hands after two votes, the Chair shall appoint the scrutineer.

3.15 Tie Votes

In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote he or she may be entitled as a Voting Member, and the proposed resolution does not pass.

3.16 Quorum

A quorum is 3 Voting Members present or a greater number that the Voting Members may determine at a general meeting.

3.17 Absence of Quorum

Other than the election of a chair and the adjournment or termination of the General Meeting, no other business shall be conducted at a time when quorum is not present. If at any point during a General Meeting there ceases to be a quorum present, business is suspended until quorum is present or until the meeting is adjourned or terminated.

3.18 Requirement to Terminate a General Meeting

If within 30 minutes from the time appointed for a General Meeting a quorum is not present at a General Meeting convened by Members Requisition, the General Meeting must be terminated.

3.19 Requirement to Adjourn a General Meeting

If within 30 minutes of any General Meeting other than a General Meeting convened by requisition of Members, the General Meeting shall stand adjourned to the same day the next week at the same time and place. At the adjourned meeting, if quorum is not present within 30 minutes from the time of the appointed, the Members present shall constitute a quorum.

3.20 Adjourning a General Meeting

A General Meeting may be adjourned from time to time and from place to place.

3.21 Business Conducted at an Adjourned General Meeting

Business must not be conducted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

3.22 Notice of an Adjourned General Meeting

Notice of an adjourned meeting is not required unless the General Meeting is adjourned for fourteen (14) days or more.

3.23 No Retroactive Effect

A Rule made by the RLBC in a General Meeting does not invalidate a prior act which would have been valid if that rule had not been made.

BYLAW 4

BOARD OF DIRECTORS AND ELECTIONS

4.1 Board of Directors' Composition

The Board of Directors shall consists of six (6) Directors whose roles and responsibilities shall be defined by the Board, or such other number as approved by the Board of Directors. The Board of Directors shall include the:

a. President;
b. Secretary;
c. Vice President – Communications;
d. Vice-President – Finance;
e. Vice-President – Partnerships; and
f. Vice-President – Rugby Development

4.2 Creation of Board Positions

The Board has the authority to add, delete, or create positions for the Board of Directors from time to time at a General Meeting.

4.3 Term

A Director shall hold office two years except when:

a. the Director is elected to fill the unexpired term of a retiring Director;

b. the Director is elected to fill a newly created position on the Board in which case the Director may hold office for a term of one year; or

c. the Director is appointed to fill a vacancy by the Board.

4.4 Positions to be Elected

Directors shall be elected for a two year term at a General Meeting as particularized below, unless the Director's position was filled by operation of Bylaw 3.4.

To be elected in even numbered years:

a. President;

b. Vice President – Communications; and

c. Vice President – Rugby Development.

To be elected in odd numbered years:

a. Secretary;

b. Vice President – Finance; and

c. Vice President – Partnerships.

4.5 Nominations Generally

The President shall accept nominations for positions up for election at a General Meeting. An individual may be nominated by a Member or the individual may nominate themself by delivering the nomination to the Registered E-mail Address of the President or the RLBC 's Registered Address.

4.6 Director Nomination Deadline

Nominations for Board of Director Positions must be made at least seven (7) days before the Annual General Meeting. A person may be nominated for more than one position.

4.7 Election Notice

At the Annual General Meeting, the agenda shall include a list of nominees for each position.

4.8 Board Qualifications

In order to stand for election, an individual must:

a. be a resident of British Columbia,

b. satisfy the conditions contained in the Societies Act;

c. complete a consent form, which shall not be withheld by the RLBC , prior to an election or appointment;

d. satisfy the obligations of the CRLA, including for specificity, the CRLA's Screening Policy By-Law 2019-10 and its amendments or replacement, and

e. not have been removed by the Members at a General Meeting in the previous 10 years.

4.9 Procedure for Vacancies at General Meeting

In the event that a written nomination is not received for a given position before the deadline, only then will nominations for that position be accepted from the floor. Notwithstanding that limitation: any individual who is properly nominated for any position by the deadline and is not elected to the position, for which he/she was nominated, may stand for any or all positions which are to be subsequently elected in that meeting.

4.10 Vacancies other than at a General Meeting

In the event that the positions are left unfilled, the Directors may at any time and from time to time appoint a person that satisfies the requirements of Bylaw 4.8 to fill a vacancy on the Board.

4.11 Order for Nominations and Elections at General Meeting

Nominations and elections for open positions shall be in the order of the positions listed in section 4.4 in these Bylaws.

4.12 Acclamation

In the event that only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation at the Annual General Meeting, at the appropriate time in sequence that a vote on that position would normally be held.

4.13 Election Procedure

A simple majority of votes shall be required to elect Directors, in the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held. In the event of a tie for the least votes, the vote with all candidates shall be re-taken.

4.14 Limitation on Positions

A person may only be elected or acclaimed for one position and cannot hold more than one position during a single term.

4.15 Removal of a Director by Members

The Voting Members may, by Special Resolution at a General Meeting, remove a Director, before the expiration of their term of office, and may appoint a successor by Ordinary Resolution to complete the term in office at the General Meeting.

4.16 Remuneration for Directors

The Directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their position as Directors but a director may be reimbursed for all pre-approved expenses necessarily and reasonably incurred by the director while engaged in the affairs of the RLBC.

BYLAW 5

PROCEEDINGS OF DIRECTORS

5.1 Board Powers

The Directors may exercise all powers and do all acts and things the RLBC may exercise and do, that are not by these Bylaws, the bylaws of the CRLA, statute, otherwise prohibited, or that the Board is lawfully directed or required to be exercised.

5.2 Meeting Structure

The Board may meet at places to conduct business, adjourn, or regulate their meetings and proceedings, as they see fit unless prescribed otherwise by the Societies Act or these Bylaws.

5.3 Notice of Meeting

Notice of a Board meeting shall be provided to the directors seven (7) days prior to the meeting unless Directors consent to proceed with a meeting in the circumstances where notice is absent or deficient by Special Resolution.

5.4 Quorum

A quorum is 3 Directors present at any Board Meeting.

5.5 Vacancy

Where a vacancy exists on the Board of Directors, any Director's resolution, whether passed at a meeting or in writing shall be considered of full force and effect as long as quorum is present in a meeting or represented on the written resolution.

5.6 The Chair

The President is the chair of all meetings of the Board, but if at a Board meeting the President is not present within 30 minutes after the time appointed for holding the meeting, or has previously advised the Board of his non-attendance, a Chair for the meeting must be agreed upon by a majority of the Board. The appointed Chair must carry out the duties of the Chair during the Chair's absence.

5.7 Director Convening a Board Meeting

A Director may request a Board meeting and the Secretary shall convene a Board meeting.

5.8 Director Participation

A Director may participate in a Board meeting or a Board committee meeting by such telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means shall be deemed present at the meeting. For clarity, participation at any General Meeting must be in person.

5.9 Resolutions without a Meeting

An ordinary resolution of the Board of Directors may be passed without a meeting if the ordinary resolution is approved by 2/3rds of the Directors.

5.10 Tie Votes

Every Director shall have one vote on every motion. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote he or she may be entitled as a Member, and the proposed resolution does not pass.

5.11 Conflict with Club

No Director may be present at discussion concerning appeals that involve their Club nor vote on a matter directly affecting them or any Club or Representative Team in respect of which they are actively involved as a Club Official.

5.12 Cheque Signing and Legal Commitments

The Board of Directors has the authority to sign cheques and other legal documents and commitments on behalf of the RLBC except that should multiple members of a family be Directors, only one member of a family may have the authority prescribed above.

BYLAW 6

AMENDMENTS TO CONSTITUTING DOCUMENTS

6.1 Proposal for Amendments

All proposed amendments to the Constitution and Bylaws shall be forwarded, in writing to the Secretary no later than twenty-one (21) clear days prior to a General Meeting.

6.2 Notice of Proposed Amendments

Notice of proposed amendments shall be specified in the Notice of the General Meeting pursuant to Bylaws 3.3 and 3.4, prior to the General Meeting at which they will be considered.

6.3 Amendments Requiring Special Resolution

All amendments to the Bylaws or Constitution shall require a Special Resolution at a General Meeting.

6.4 Amendments to the Rules

All amendments to the Rules shall require an Ordinary Resolution at a General Meeting or a Board meeting.

6.5 Effective Date of Amendments

Amendments to the Constitution and Bylaws are effective when filed with the Registrar unless otherwise stipulated. Amendments to the Rules require notice and will not be effective for 1 week from the date notice is provided.

6.6 Notice of Approved Amendments

Members shall be delivered notice of changes to the Constitution or Bylaws within fourteen (14) days. Members shall be delivered notice of changes to the Rules at the Board's earliest convenience.

BYLAW 7

COMMITTEES

7.1 Creation of a Committee

The Board may delegate any, but not all, of its powers to committees consisting of Director(s) or Members(s) as the Board considers appropriate.

7.2 Committee Chair

A committee must elect a chair of its meetings. If no chair is elected, or if at a meeting a chair is not present within 30 minutes after the time appointed for holding the meeting, or has previously advised the committee of his non-attendance, the Directors present who are members of the committee shall choose a chair from one of their number.

7.3 Clubs' Committee

The Board shall establish a committee consisting of one (1) Member appointed by each Club. The Club nominee will be the President or another Club board Member delegated by the Club. The Clubs' committee will use reasonable efforts to meet with the Board to review issues of concern to the Clubs.

7.4 Committee Voting

All questions and resolutions at a meeting of a committee shall be decided by Ordinary Resolution and forwarded to the Board.

7.5 Tie Votes

In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote he or she may be entitled as a member of the committee, and the proposed resolution does not pass.

BYLAW 8

SENIOR MANAGERS

8.1 Senior Managers

The Directors may appoint one or more senior managers of the society to exercise the Director's authority to manage the activities or internal affairs of the RLBC without imparting contractual rights to the senior manager by Ordinary Resolution at a Board meeting.

8.2 Senior Manager Qualifications

In order to be appointed as a senior manager, the individual must be a resident of British Columbia and satisfy the conditions contained in the Societies Act and must complete a consent form prior to an election or appointment.

8.3 Disclosure of Potential Conflicts

Upon appointment to the Board, a senior manager shall immediately disclose, in writing, any personal, professional, or business activity that may be construed as a potential conflict of interest and periodically thereafter, update such disclosure.

8.4 Scope of Authority

On appointment of a senior manager, the Board shall particularize the authority imparted to the senior manager.

BYLAW 9

FINANCIAL REVIEW

9.1 Review Committee

The RLBC shall have their financial statements reviewed at a minimum of every two (2) years by an independent review committee consisting of not less than three (3) persons consisting of Director(s) or Members(s) as the Board considers appropriate.

BYLAW 10

CONFLICT OF INTEREST

10.1 Overview

Directors of the RLBC must not only be free of conflict of interest but must also appear not to be in a conflict of interest.

10.2 Disclosure of Potential Conflicts

Upon election to the Board, a RLBC Director shall immediately disclose, in writing, any personal, professional, or business activity that may be construed as a potential conflict of interest and periodically thereafter, update such disclosure.

10.3 Fiduciary Responsibilities

A Director shall not permit their own interest to conflict with their fiduciary responsibilities to the RLBC and shall not benefit directly or indirectly from any transaction with the RLBC unless it is to clear advantage of the RLBC as determined by the Board.

10.4 Declaration of a Conflict

A Director shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to their involvement with another rugby league organization, private business interest or outside not-for-profit or charitable organization.

BYLAW 11

CLUB BOUNDARIES

11.1 Overview

Clubs shall be provided with protection of their interests when they operate their teams, Youth leagues, or other Youth programs within their defined boundaries where they are designated to be the resident Club. This does not preclude other Clubs to operate Youth leagues or youth programs within those boundaries under certain conditions as defined by the Board.

11.2 Boundaries

Clubs shall operate in a designated boundary as approved by the Board, and which may be changed from time to time by the Board.

11.3 Solicitation

No Club, its Affiliate Members, coaches, assistants, delegates or parents shall actively solicit or entice registration from outside its designated boundary. The foregoing does not preclude a Club from advertising within their own boundaries even if the advertising is distributed within the boundaries of another Club.

11.4 Procedure

Boundaries are not intended to prevent players from playing or to put unnecessary restrictions on Field Owners/Facility Operators. They are intended to provide stability and protection of Clubs.

11.5 Disputes and Non-Compliance

The Board shall act as mediator in cases of disputes regarding boundaries and has the discretion to make orders which shall be binding on Clubs. The Board may impose a fine of up to a maximum of $1,000 per violation on Clubs that violate the provisions of this Bylaw and/or associated sanctions contained in the Bylaws or Rules and the Board deems fit.

BYLAW 12

HONOURARY LIFE MEMBERSHIP PROCEDURE

12.1 Guidelines

Honourary life membership may be conferred upon any person who has shown leadership in rugby league and made a notable contribution to rugby league in the Province of British Columbia.

12.2 Eligibility

To be eligible for honourary membership, an individual shall have made a contribution of outstanding and lasting importance to rugby league in British Columbia and have a record of active involvement in the RLBC. The honourary membership should not be conferred simply as a reward for longevity or passive committee or organizational activity.

12.3 Exception for National Contributions

Normally, the individual should have made a contribution to rugby league in British Columbia and it should have been of more than local or limited achievement. Under extraordinary circumstances, however, an honourary membership may be awarded to an individual who has made an outstanding national contribution in the interest of rugby league and who is known as an British Columbian.

12.4 Individual Contributions

The honourary life membership should recognize an individual contribution rather than an individual representing the accomplishments of many.

12.5 Restrictions

Only living persons may be considered for honourary membership.

12.6 Timing

Honourary life memberships are not necessarily given each year, but more than one such honour may be awarded in any given year.

12.7 Record Keeping

The RLBC will keep a cumulative list of honourary life members with the year in which the honour was awarded, which shall be published annually in an publication determined by the Members following the Annual Meeting.

12.8 Nominations and Short List

Nominations shall be delivered to the RLBC by a Member in a form and manner determined by the Board and include a summary of the nominees contribution to Rugby League. The Board, by special resolution, shall determine which nominations, if any, shall be considered to receive an honourary life membership at a Board meeting by special resolution.

12.9 Determination to Award an Honourary Life Membership

If a nominee is determined by the Board to be considered for an honourary life membership, the nominees shall be included in the notice of meeting for a General Meeting and the Voting Members shall determine whether an Honourary Life Membership is to be granted to one or more nominees by special resolution at the General Meeting.

BYLAW 13

APPOINTMENT OF AUDITOR

13.1 Appointment of Auditor

The appointment of an Auditor, if deemed necessary, shall be determined by Ordinary Resolution at a General Meeting.

BYLAW 14

FINANCIAL

14.1 Monies Owing

All monies owing to the RLBC shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated. Penalties for late payment or non-payment of monies shall be established by the Board.

BYLAW 15

RULES

15.1 Laws of the Game

The RLBC shall support and maintain the principles of rugby league as established by the CRLA and its governing international associations.

BYLAW 16

DISSOLUTION

16.1 Dissolution

Upon dissolution of the RLBC the assets which remain after all charges and expenses which are properly incurred in winding up, shall be assigned and to be held in trust with the CRLA or distributed to such organizations as may be involved in the game of rugby league or to such charitable organizations as maybe determined by the members of the association at the time of dissolution.