

Special Resolution

I hereby certify that the following special resolution was passed at a meeting of

the members of:

Calgary Rams Rugby Club

On: November 20, 2022

The objectives were changed as follows:

- The existing objectives are repealed. They are replaced by the attached objectives below:

BY-LAWS

of

THE CALGARY RAMS RUGBY CLUB

MEMBERSHIP

1. Each individual who has been accepted by the Executive Board, and upon payment of the membership fee, shall be entitled to become a member of the Calgary Rams Rugby Club (the society).
2. Any member wishing to withdraw from membership may do so upon notice to the executive committee in writing.
3. Any member upon a two-thirds vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.
4. The Executive Board shall from time to time set the prescribed membership fee.

MEETINGS

5. The society shall hold an annual general meeting on or before the 30th of November in each year. The Executive Board may choose to have the meeting either at a location in Calgary, virtually or a combination of the two. Due notice shall be given to all members

The annual general meeting shall address the following purposes:

- (a) To elect officers for the ensuing two-year term;
 - (b) To hear and consider the report of the Vice-President Finance including the presentation of financial statements;
 - (c) To transact such other business as may properly come before the meeting
6. Notice of the time and place of each General Meeting and the general nature of the business to be transacted shall be given to each member via the VP of each program within the society at least 14 days prior to such meeting and shall be deemed to have given on the day such notice is posted.
7. Special General Meetings of the society may be called by the Executive Board at any time or upon the petition in writing to the President of the Society by seven members in good standing. The petition shall set forth the reasons for calling such a meeting. Location of Special General Meetings will follow the same guidelines as what is listed in the Annual General Meeting
8. At least one quarter ($\frac{1}{4}$) of the membership in good standing shall constitute a quorum at any meeting. In the event that a quorum is not present within thirty (30) minutes after the time called to the meeting, in no case can any meeting be held unless there are ten (10) members present in person.

VOTING

9. Any member that is fully registered at the date of the society meeting, who has not withdrawn from membership nor been suspended nor expelled as herein provided shall have the right to vote at any meeting of the society. A parent of any member under the age of 18 who has not withdrawn from membership nor been suspended nor expelled as herein provided shall have the right to vote on behalf of their child at any general or special general meeting of the society. Each member under the age of 18 may only be represented by one parent or guardian. Such votes must be made in person and not by proxy or otherwise.
10. Each member shall be entitled to one (1) voting delegate to each Annual or Special General Meeting of the Society. Voting delegates may choose to vote while in attendance (either in person or virtually) or through electronic means (up to 7 calendar days after the meeting/vote is set to take place). Details on the electronic voting system to be provided when meeting has been announced.

OFFICERS

11. The following constitute the Executive Board elected by the membership in attendance at a general meeting:

- (a) President
- (b) Vice-President Finance
- (c) Vice-President Senior Women's Rugby
- (d) Vice-President Senior Men's Rugby
- (e) Vice-President Junior's Rugby
- (f) Vice-President Mini's Rugby
- (g) Vice-President Administration

12. The President upon retiring may serve one year as Past President. The Past President will be a voting member of the Executive Board.

13. The Executive board may from time to time and for specific purposes co-opt further directors to the Executive Sub-Committee to enjoy such voting rights and tenure as the Executive Board may deem proper provided that each co-opted member is deemed to have resigned immediately prior to a general meeting at which the election of officers is to take place.

14. The membership or the Executive Board may call any officer or officers of the society to account for the general performance of the Executive Board, or for specific actions taken by any officer on behalf of the society, by petitioning any Vice President in accordance with these By-Laws. At the subsequent extraordinary general meeting a majority vote of one-quarter of the members in attendance shall be deemed to be a vote of non-confidence and the officer or officers in question will have deemed to have submitted resignation. If a quorum is not present within thirty (30) minutes after the time the meeting is called, the President shall adjourn the meeting and instruct the Vice-President Finance to cast a single vote of confidence in the officer or officers in question.

15. The President of the society shall be an ex-officio member of all committees and shall preside at all meetings of the society or in the absence of the President through a designate which does not have to be in writing.

ELECTION OF OFFICERS

16. Elected members of the Executive Board will be elected at the Annual General Meeting of the Society to serve for a period of two (2) years.

DUTIES OF EXECUTIVE

17. The Executive Board of the society shall be comprised of the officers as previously defined. These seven shall be elected at the annual general meeting by the membership at large.

18. The Executive Committee shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the society, and meetings of the Executive Board shall be held as often as the business of the society shall require, and at least once every three months, and shall be called by the President.

19. Without in any way detracting from the foregoing, and in addition to any other powers which they possess under these By-Laws or otherwise, the Board is expressly empowered, from time to time, subject to the Laws of the Province of Alberta;

(a) To take such steps as they deem requisite to enable the society to acquire, accept, solicit or receive donations and benefits of any kind for the purpose of the society, including the setting of and collecting of membership dues;

(b) To make expenditures for the purposes of furthering the objects of the society, subject to any limitations or directions placed upon it by the Membership at a General Meeting;

(c) To appoint at their discretion such a committee or committees to be designated by such name or names as they may decide, the Members of which need not be Directors; and

(d) To authorize expenditures on behalf of the society from time to time and delegate by a resolution to an Officer or Officers of the society the right to employ and pay salaries to employees.

EXECUTIVE BOARD

20. The By-Laws of the society shall not be rescinded, altered or added to except by an "Extraordinary Resolution" passed by a majority of not less than three-fourths of such members entitled to vote that are present in person or online at the at the general meeting, of which one month's written notice specifying the intention to oppose the resolution as an extraordinary resolution has been duly given.

21. The President shall maintain and have custody of all correspondence of the society. He/she shall keep accurate minutes or appoint an Officer or delegate to keep accurate minutes, of all meetings of the society and shall maintain a register of the names and addresses of all members and shall forward all notices of meetings as required by these By-Laws or by law.

22. The Vice-President Finance shall receive all monies due the society and shall deposit such funds in a bank account approved by the Executive Committee. He/she shall maintain accurate books of accounts and prepare and sign cheques for all proper disbursements of the society. At each Annual General Meeting the Vice President Finance shall present financial statements including a statement of income and expenditure, a balance sheet and a proposed operating budget for the ensuing year.

23. The officers shall ensure that all necessary books and records of the society required by these By-Laws or by any applicable statute or law are regularly and properly kept. The books and records of the society may be inspected by any member upon reasonable notice and by arranging a time

satisfactory to the officer or officers having charge of same. Each officer or director shall at all times have access to such books and records.

AUDITING

24. The books, accounts and records of the Vice-President Finance shall be audited at least once each year by a duly qualified accountant, "duly qualified" meaning an accountant with their CPA designation (or equivalency) or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society.

25. The books and records of the society may be inspected by any member of the society at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive Committee shall at all times have access to such books and records.

BORROWING POWERS

26. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of an extraordinary resolution of the society.

27. Any expenditure of over \$5,000 CAD must be approved by a majority vote of the board before proceeding with completion of the transaction.

INDEMNITY

28. Every officer and director of the society shall be deemed to have resumed office on the express understanding and agreement and condition that every officer and director and his/her heirs, executors and administrators and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless out of funds of the society against all costs, charges and expenses whatsoever which such officer or director sustains or incurs in or about any action suit or proceeding which is brought or prosecuted against him or in respect of any deed, act matter or thing whatsoever made, done or permitted by him/her or any other officer or director or officers or directors in or about the execution of his/her or their office and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.

REMUNERATION

Calgary Rams Rugby Club
November 26, 2022

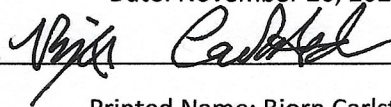
29. Unless authorized at any meeting and after notice of same shall have been given no officer or member of the association shall receive any remuneration for their services.

DISSOLUTION

30. In the event that the Calgary Rams Rugby Club dissolved, any gaming proceeds will be donated to an eligible charitable organization or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group or purpose approved by the Board.

Date: November 26, 2022

Signature: _____

A handwritten signature in black ink, appearing to read "Bjorn Carlstad", written over a horizontal line.

Printed Name: Bjorn Carlstad

Title: Treasurer