

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



## **By-Law 2018-01 (Constitution), Amended October 2019**

### 1. Definitions

- a) Act – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, as amended from time to time;
- b) Annual General Meeting – a Members Meeting, the supreme organ of the CRLA, to be held at specified intervals.
- c) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of Canada Rugby League Association;
- d) Accountant – a Chartered Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Canada Rugby League Association for a report to the Members at the next Annual Meeting;
- e) Board – the Board of Directors of Canada Rugby League Association;
- f) Committee – a group appointed by the Board to undertake a designated task;
- g) Constituent - a member of a Provincial Association who is a Canadian citizen or Canadian permanent resident over the age of seventeen;
- h) Delegate – an individual who is designated by a Member to represent that Member's interest at a Members' Meeting and to whom is conferred voting rights;
- i) Director – an individual elected or appointed to serve on the Board pursuant to this Constitution;
- j) Extraordinary General Meeting – a Members Meeting, the supreme organ of the CRLA, which may be held at unspecified intervals.
- k) Member – a duly constituted Provincial Association that is responsible for the management of amateur Rugby League within its geographic region and that has the responsibility for representing their constituents at Canada Rugby League Association meetings;
- l) Members' Meeting – means any annual general meeting or extraordinary general meeting;
- m) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;
- n) Playing Rules – the rules that govern the game of amateur Rugby League in Canada;
- o) President – the President of the CRLA who also acts as Chair at Board, Annual, and Extraordinary meetings;
- p) Provincial Association – a duly constituted body that is responsible for the management of amateur Rugby League within its geographic region and that has the responsibility for representing their constituents at Canada Rugby League Association meetings. For the

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



purposes of these By-Laws, duly constituted bodies that represent Territories or other geographical areas within Canada are considered Provincial Associations if approved by Members at a Members Meeting.

- q) Registered Participant – any person, club, team, association, or similar entity registered with the Canada Rugby League Association or any of its Members, or any person, affiliated with or associated with, in any capacity whatsoever, any club, team, association, or similar entity participating in games or activities of any kind staged or sanctioned by the CRLA, including but not limited to the parents or legal guardians of any minor aged participant registered in CRLA programming, shall not have membership status within the CRLA but are considered Registered Participants;
- r) Regulations – the Regulations of the CRLA, as amended from time to time;
- s) RLEF – the Rugby League European Federation;
- t) IRL – the International Rugby League Federation;
- u) Special Resolution – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution; and,
- v) Unaffiliated Constituent – any natural person who is resident in a geographical area that is not governed by a Provincial Association.

## 2. Name and Purpose

- 2.1. The organization shall be known as the Canada Rugby League Association
- 2.2. Canada Rugby League Association is the self-governing body of amateur Rugby League, including tag Rugby League, masters Rugby League and physical disability Rugby League
- 2.3. Canada Rugby League Association represents Canada internationally and is a member of the RLEF and RLIF
- 2.4. A Special Resolution passed by the Members is required to make any amendment to the organization's name

## 3. Objectives

- 3.1. The objectives of the Canada Rugby League Association are to:
  - a) Develop, fund, promote, and carry on activities, programs, and facilities for the purpose of governing, advancing, and promoting the amateur sport of Rugby League in Canada on a nationwide basis, as its exclusive purpose and exclusive function. For further clarity, activities to be carried out by the CRLA include, but are not limited to:
    - i. Regulation of amateur Rugby League in Canada and establishment of uniform playing rules;
    - ii. Promotion of the sport of amateur Rugby League in Canada;
    - iii. Management of national teams to participate in international competitions;

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



- iv. Staging and sanctioning regional, national, and international competitions and sanctioning local competitions; and,
- v. Provision of training and certification programs for coaches, trainers, match officials, and administrators.

## 4. Compliance

- 4.1. Canada Rugby League Association is a self-governing organization. Membership in Canada Rugby League Association is voluntary and includes:
  - a) Acceptance of the final and binding authority of Canada Rugby League Association;
  - b) Adherence to and observance of the By-Laws, Regulations, Playing Rules, Policies and related decisions of Canada Rugby League Association;
  - c) Subscription to such insurance coverage and membership fees as may be approved and made mandatory by Canada Rugby League Association from time to time;
  - d) Acceptance of the final and binding authority of the RLEF and IRL in relation to all international matters;
  - e) Support of Members as they share the same goals, philosophies, and responsibilities and are governed by uniform rules and regulations established by Canada Rugby League Association.

## 5. Membership

- 5.1. There shall be one class of Members, namely the duly constituted Provincial Associations that are responsible for the management of amateur Rugby League within their geographic region and that shall have the responsibility for representing their constituents at Canada Rugby League Association meetings.
- 5.2. Members may establish conditions for accepting new Members.
- 5.3. Each Member shall adopt By-Laws, Regulations, Playing Rules, and Policies that conform to the By-Laws, Regulations, Playing Rules, and Policies of Canada Rugby League Association.
- 5.4. A Special Resolution passed by the Members is required to create a new class or group of members, or to change a condition required for being a Member.
- 5.5. Each Member shall be entitled to nominate Delegates to attend and vote at Annual General and Extraordinary General Meetings. Each Member shall confirm in writing to the CRLA General Secretary no later than three (3) calendar days prior to a General Meeting the names of Delegates that shall carry the voting rights for the Member.

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



## 6. Members' Rights

- 6.1. Members have the following rights:
- a) To attend and speak at Members' Meetings;
  - b) To propose resolutions for inclusion on the agenda of Members' Meetings provided such resolutions have been submitted in writing to the CRLA General Secretary no later than 14 calendar days prior to the relevant Members Meeting;
  - c) To vote in accordance with the Canada Rugby League Association's By-Laws at any Members' Meeting on matters including, but not limited to, By-Law, Regulation, and Playing Rule changes and the election of the Board;
  - d) To participate in competitions and other programming organized by the Canada Rugby League Association;
  - e) To exercise all other rights and privileges arising from the By-Laws and Regulations of the Canada Rugby League Association, and such other rights and privileges as the Board may, from time to time, determine.
- 6.2. A Special Resolution passed by the Members is required to change any of the rights described in this By-Law.

## 7. Member Obligations

- 7.1. Each Member is obliged and empowered to foster, conduct, and control amateur Rugby League within its geographic region in a manner consistent with the Canada Rugby League Association's By-Laws, Regulations, Playing Rules, Policies, and Board decisions. All games played within a Member's geographic region, and the qualification of all Registered Participants competing in such games, must conform to such By-Laws, Regulations, Playing Rules, Policies, and Board decisions.
- 7.2. Every Member shall submit all proposed amendments or changes to its By-Laws or Regulations, together with a list of its board of directors or similar executive body, in writing at least annually to the President of the Canada Rugby League Association who will include the details of such compliance in the annual report to the Board.
- 7.3. Each Member shall pay an annual subscription to the Canada Rugby League Association which shall be determined by the Board. The subscription shall be based on constituents of each Member and shall be assessed to make amateur Rugby League accessible. The Board shall determine the date on which subscriptions are due. Any Member that does not pay the subscription by the required date shall be notified within seven (7) calendar days by the President of the Canada Rugby League Association and may have its membership rights suspended. Failure to pay the subscription within three (3) calendar months of the required payment date may result in disciplinary sanctions including, without limitation, expulsion from the Canada Rugby League Association.

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



- 7.4. Each Member shall ensure that the Board, through a qualified accountant (CPA/CMA/CGA), shall have immediate access on demand to all books, vouchers, receipts, and records that generally pertain to the finances and operation of that Member, or of any league or club affiliated with such Member. If the accountant's report to the Board documents a qualified or adverse opinion, the Board may take appropriate disciplinary measures.
- 7.5. Each Member shall comply fully with all other duties arising from the By-Laws, Regulations, Playing Rules, and Policies of the Canada Rugby League Association.
- 7.6. A Special Resolution passed by the Members is required to make any addition, change, or deletion to the obligations of membership described in this By-Law.
- 7.7. Participation in programming staged or sanctioned by the CRLA, or by Members, is voluntary. Registration within such programming entails acceptance by the Registered Participant of the final and binding authority of the rules and decisions of the Board, adherence to and observation of the By-Laws, Regulations, Playing Rules and Policies of the CRLA and acceptance of and subscription to such insurance coverage and Registered Participant registration fees as may be approved and made mandatory from time to time by the Board.
- 7.8. On the condition that they have discharged all debts and liabilities owing to the CRLA, any Member may resign from the CRLA by submitting a resignation notice, in writing, to the President of the CRLA. On resignation from the CRLA the Member relinquishes any advantages and benefits conferred by membership of the CRLA.

## 8. Unaffiliated Constituents

Any natural person who is a resident of a geographical area that is not governed by a Provincial Association and who:

- a) Is a Canadian citizen;
- b) Is a Canadian permanent resident; or,
- c) Who 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 the CRLA. Unaffiliated Constituents do not have voting rights at any meetings of the CRLA or its Members.

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



## 9. Board Meetings

- 9.1. Meetings of the Board may be convened by the President at any time, pursuant to 8.2, and shall be convened by the President within seven (7) days of the written request of not less than two (2) Directors.
- 9.2. At least 14 calendar days' notice of any Board Meeting shall be given to all Directors. With the consent of all Directors, a Board Meeting may be convened upon shorter notice. The notice shall specify the place, the day and time of the meeting and the nature of business to be discussed. It shall be valid for the Board to meet by telephone or video conference, subject to the requisite number of Directors being joined to satisfy quorum requirements.
- 9.3. The current edition of Robert's Rules of Order shall be used as a reference at any Board Meeting as far as they may be applicable without coming into conflict with the articles, By-Laws, Regulations, and Policies adopted by CRLA.
- 9.4. At any Board Meeting the quorum for the transaction of business shall be more than fifty percent, one of whom must be either the President or General Secretary.
- 9.5. If a quorum for the transaction of business shall not be present then it shall be lawful for the Directors present to act for the purpose of calling an Extraordinary General Meeting, but not for any other purpose.
- 9.6. At any Board Meeting, the President shall preside as chair. In the President's absence, the Vice-President or another member of the Board shall act as chair of the meeting by the agreement of Directors present.
- 9.7. Matters arising at any Board meeting shall be decided by a simple majority of votes cast. Every Director present shall have one (1) vote and, in the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.
- 9.8. The Board shall keep proper minutes of all Board meetings, such minutes may be in the form of an electronic recording of the Meeting and shall be kept confidential. Minutes, written or electronic, shall not be distributed to Members but the Board shall regularly report at Annual General and Extraordinary General Meetings on its activities – subject to confidentiality requirements.
- 9.9. All acts bona fide resolved by any Board Meeting, or by any person acting as a Board Director, shall be valid and be in full force and effect unless and until specifically revoked by Ordinary Resolution of an Annual General or Extraordinary General Meeting.

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



## 10. General Meetings

- 10.1. The General Meeting, which can be either an Annual General Meetings or Extraordinary General Meeting is the supreme organ of the CRLA. The CRLA President shall give not less than 21 calendar days' notice of Annual General Meeting to Members.
- 10.2. Annual General Meetings shall be called by the Board by ordinary resolution and shall be held not less than nine (9) calendar months and not more than 15 calendar months after the previous Annual General Meeting.
- 10.3. The following business shall be conducted at the Annual General Meeting:
  - a) President's annual report;
  - b) Receipt and approval of the annual accounts of the most recently concluded accounting period;
  - c) Approval of the election of the auditors;
  - d) Election of required Directors;
  - e) Any other business specified in the notice convening the meeting.
- 10.4. Extraordinary General Meetings may be called by ordinary resolution of the Board. In addition, on receipt of written requests from not less than 2/3 of Members, within seven (7) calendar days the CRLA President shall call an Extraordinary General Meeting on 21 calendar days' notice. With the consent of all Members entitled to attend and vote, an Extraordinary General Meeting may be convened upon shorter notice. Business to be conducted at an Extraordinary General Meeting shall be specified in the notice convening the meeting.
- 10.5. The notice convening an Annual General or an Extraordinary General Meeting shall specify the place, the day and the time of the meeting and the nature of the business to be discussed. An agenda specifying the order of business and any relevant supporting documents shall be sent to all Members entitled to attend and vote not less than seven (7) calendar days prior to the meeting.
- 10.6. No business shall be transacted at a Member' Meeting other than specified in the notice of meeting unless:
  - a) More than 1/3 of Members present and entitled to vote agree to discuss the resolution;
  - b) The chair of the meeting specifies the maximum time which may be given to discussion of any such resolution; and,
  - c) Prior to any such resolution being able to be voted upon, the resolution be formally proposed and seconded.

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



- 10.7. Unless otherwise specified in this By-Law, all resolutions voted on at a Members' Meeting shall be by way of Ordinary Resolution (simple majority of those present and entitled to vote).
- 10.8. Members shall be entitled to have a number of Delegates attend Members' Meetings on their behalf dependent on the number of Constituents located in their geographical area in accordance with Table 1 below:

**Table 1. Authorized Number of Delegates at Members' Meetings**

Number of Constituents in a Members' Geographical Area	Authorized Number of Delegates
<100	2
101 – 500	3
>500	4

- 10.9. Delegates to Members' Meetings shall be affiliated with the Member which they represent. Members will provide CRLA with written notice of the names of its Delegates ten (10) calendar days prior to the meeting that the Delegate will be attending. An alternative Delegate may be substituted for a named Delegate who is unable to attend the meeting. Each registered Delegate shall be accorded one (1) vote for each resolution voted upon and an equal number of votes to the number of Directors to be elected at the attended Members' Meeting. Delegates may only cast one (1) vote for any individual candidate nominated for election to the Board and are not required to use all of their available votes.
- 10.10. Any person may be invited to attend a Members' Meeting as an observer and to speak. All Directors shall be entitled to attend and speak at (but not to vote at) a Members' Meeting.
- 10.11. The General Secretary (or, in absence of the General Secretary, an agreed Director) shall cause proper minutes to be kept of Annual General and Extraordinary General Meetings and circulated to Members within a reasonable time frame and, in any event, before the next meeting.
- 10.12. No amendments to these By-Laws may be made save by means of a Special Resolution at an Annual General Meeting or an Extraordinary General Meeting. A Special Resolution may be proposed by a Member or by the Board.

## 11. Board of Directors

- 11.1. The Board shall:
- Be responsible for the day to day management of the CRLA, who shall have the delegated authority to manage CRLA business subject to CRLA By-Laws, Regulations, Playing Rules,



# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



and Policies and any resolution of an Annual General Meeting or an Extraordinary General Meeting;

- b) Comprise of up to five (5), and no less than three (3), elected Directors with an option for the elected Board to appoint up to a further three (3) Directors. Director positions to be elected are President, Vice-President, General Secretary, Treasurer, and Director of Rugby League. Elected Directors are elected by Members at an Annual General Meeting or an Extraordinary General Meeting for a two-year term of office. All elected Directors shall be eligible for re-election. The Board may, at its discretion, appoint up to a further three (3) Directors for a term, of not more than two (2) years, to be designated by the Board. The term of service may be extended by Ordinary Resolution at a Members' Meeting;
- c) Be responsible to the Members for the proper conduct of CRLA's affairs and shall ensure that all legal obligations and duties are met;
- d) Exercise all powers of the CRLA save for those powers reserved to a decision of an Annual General Meeting or an Extraordinary General Meeting in accordance with these By-Laws; and,
- e) Develop, adopt, and promulgate to Members, Regulations, Playing Rules, and Policies to comply with Federal and Provincial regulations and guidelines provided that such Regulations, Playing Rules, and Policies support the Objectives of this By-Law.

11.2. In order to be eligible to stand for election as a Director, or to be appointed as a Director, an individual must:

- a) Be a citizen or permanent resident of Canada;
- b) Be at least eighteen (18) years of age;
- c) Not be an undischarged bankrupt;
- d) Have the capacity under law to contract;
- e) Not have been declared incapable by a court in Canada or in another country; and,
- f) No Director may be a paid employee of the CRLA or of a Member.

## 11.3 Nominations

Nominations for the position of elected Director may only be submitted by a Member or the Chair of the nominating committee. No Member may submit a number of nominations that exceeds the number of Director positions available for election. Nominees should submit a short cover letter/bio to Delegates prior to the Members' Meeting identifying skill sets, competencies, and general background information supporting their nomination. Nominations from the floor at an Annual General or Extraordinary General Meeting are not permitted.

## 11.4 Election of Directors

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



Members Delegates are each entitled to one (1) vote at an Annual General or Extraordinary General Meeting per Board vacancy up for election. Delegates may not cast more than one (1) vote for any nominated candidate. Delegates are not required to use all of their available votes. Any candidate receiving votes totaling more than 50% of the number of Delegates present at the Meeting shall be considered elected to the Board. In the event of a tied vote, each nominee in the tied vote shall be offered the chance to speak to the Members for a period not exceeding two (2) minutes after which a second vote shall be held. If the vote is tied, lots shall be drawn to determine the elected Director.

In the event of multiple nominations where, on the first vote, no candidate receives a majority of votes, the candidate(s) with fewest votes shall be excluded and additional rounds of voting shall take place until a candidate receives votes totaling more than 50% of the number of Delegates present at the Meeting.

In the event that no nominee for a vacant elected Director position obtains votes totaling more than 50% of the number of Delegates present at the Meeting, then that position shall remain vacant until the next Members' Meeting at which a new election shall be held.

## 11.5 Appointed Directors

The elected Directors may submit a request to appoint additional Directors onto the Board up to a maximum of three (3) appointed Directors. Requests shall be submitted to the Chair of the nominating committee or, in the absence of a nominating committee, to the presidents (or equivalent) of the CRLA Members. Within thirty (30) calendar days of receiving an appointment request, the Chair of the nominating committee or the presidents (or equivalent) of the CRLA Members shall forward to the Board a list of names of individuals recommended to fill any appointed positions, Appointed Directors may only be appointed from the list of recommendations.

## 11.6 Designated Directors shall have the following duties and responsibilities

### 11.6.1 President

The President shall:

- a) Represent the CRLA to every sports, political, judicial, administrative, tax, or other public or governmental authority, as well as in all its legal transactions and appearances before other public or private institutions and before natural and legal persons;
- b) Set goals for and the time of the organization;
- c) Preside over meetings, ensuring impartiality, order and protection of the rights of Members

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



- d) Discharge other such responsibilities applicable to the office in line with these By-Laws

## 11.6.2 Vice President

The Vice President shall:

- a) The Vice President shall assume the duties of the President if the President is unable to attend a meeting.

## 11.6.3 General Secretary

The General Secretary shall:

- a) Keep up to date records of the CRLA, including but not limited to committee reports, minutes, articles, and Members list.
- b) Notify all members of elections and meetings.
- c) Take minutes at official meetings of the CRLA

## 11.6.4 Treasurer

The Treasurer shall:

- a) Receive and deposit money into the CRLA bank account
- b) Distribute receipts for all income received
- c) Pay bills as instructed by the Board
- d) Prepare financial reports to the Board and to Annual General and Extraordinary General Meetings
- e) Keep accurate financial records

## 11.6.5 Director of Rugby League

The Director of Rugby League shall:

- a) Sanction, and, where appropriate, organize games, tournaments, or competitions where one or more team(s) is/are traversing a Provincial or International border to play Rugby League
- b) Execute development plans as required by the Board
- c) Co-ordinate Canadian national Rugby League team fixtures
- d) Chair committees with designated responsibilities for Canadian National teams
- e) Support Canadian National team coaching and administrative staff
- f) Keep abreast of, and advise the Board of, developments within the sport of Rugby League

11.7.1 Whilst acknowledging that these are voluntary roles, Board Directors are responsible for their placement and their ability to competently complete designated responsibilities. Subject to rules and by-laws detailing confidentiality requirements, actions taken by both individual Directors and the Board of Directors shall be undertaken transparently (for example by writing letters to Members, provision of balance sheets, regular updates to

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



the CRLA website etc.). Any Member, or CRLA Director, that has concerns with respect to the behaviour of an individual Director may request a Vote of No Confidence with respect to that Director. On receipt of a request for a Vote of No Confidence, the CRLA President or General Secretary shall convene a meeting of Members within seven (7) business days. Members shall be allowed time to express their grievances and the Director shall have the right to reply. There shall then be a Vote of No Confidence with authorized voting Delegate numbers assigned as in Subsection 10.8. Voting Delegates shall be identified at the start of the Meeting. If a vote of "No Confidence" is reached by a majority, that member of the Board will be removed from their placement effective immediately and subject to forfeit of communication and Board materials, documents, contracts, and equipment.

- 11.7.2. A Vote of No Confidence in the entire Board of Directors requires the support of not less than 2/3 of Members in writing to call an Extraordinary General Meeting (EGM) as per Subsection 10.4. Should a Vote of No Confidence in the Board of Directors is reached by a majority than the Members shall identify an interim Board of Directors and an agreement shall be reached during the EGM with respect to handover of documentation, passwords etc. and to date of a General Meeting to formally elect a new Board of Directors.

## 12 Finances

- 12.3 Finances of the CRLA shall be accounted for and apportioned as set out in the Constitution.
- 12.4 The Board shall cause proper books of account to be kept with respect to:
- a) All sums of money received and expended by the CRLA and the matters in respect of which such receipts and expenditure take place
  - b) All sales and purchases of goods by the CRLA; and,
  - c) The assets and liabilities of the CRLA.
- 12.5 The said books of account shall be open to inspection by any Member at any reasonable time on prior application to the Board and the Board's permission shall not be unreasonably withheld.
- 12.6 The said books of account shall give a true and fair view of the state of the affairs of the CRLA, and explain its transactions, and shall, in the form of an income and expenditure account and balance sheet, be laid before the Annual General Meeting for approval and adoption by the meeting by Ordinary Resolution.
- 12.7 The financial year of the CRLA shall run from January to December.
- 12.8 The accounts shall be audited annually by one (1) or more properly qualified accountant(s) appointed by the Board following approval by Ordinary Resolution of an Annual General or an Extraordinary General Meeting.
- 12.9 Subject to the provisions of these By-Laws and after retaining such sum as the Board considers prudent to cover liabilities, losses, and committed or proposed expenditure, the

# Canada Rugby League Association

Registered Address: 100 Grand Meadow Crescent NW, Edmonton. AB. Canada T6L 2H5



Board may resolve to distribute all or part of any surplus to Members in proportions it deems fit.

- 12.10 Any liability of the CRLA is to be shared equally between the Members. The expulsion or resignation of a Member shall not remove its liability to contribute to losses accrued prior to its expulsion or resignation and its liability shall crystallize at the date of the last audited balance sheet preceeding the date of expulsion or resignation. The sum concerned shall become immediately due and payable to the CRLA.
- 12.11 The Directors, the accountant(s) and any members of any sub-committee or any person for the time being acting in relation to any of the affairs of the CRLA and each of them and each of their representatives shall be indemnified and secured harmless out of the assets of the CRLA from and against all actions, costs, charges, losses, damages, and expenses which they or any of them, or any of their representatives shall or may incur or sustain by the proper execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects, or default of the others or other of them, or for the joining in any receipts for the sake of conformity, or for any bankers, or other persons with whom any monies or effects belonging to the CRLA shall be placed or invested, or for any other loss, misfortune, or damage which may happen in the execution of their respective offices or trusts, or in relation thereto.
- 12.12 This indemnity shall not apply to, or provide indemnification to, any Service Provider.

## 13 Dissolution

- 13.3 A resolution to dissolve the CRLA shall be proposed as a Special Resolution at a Members' Meeting.
- 13.4 The dissolution shall take effect from the date of the resolution and the Board shall be responsible for the winding up of the assets and liabilities of the CRLA.
- 13.5 Upon the dissolution of the association and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more qualified donees as defined at subsection 149.1(1) of the Income Tax Act.

## 14 Jurisdiction

The construction, validity, and performance of these By-Laws shall be governed in all respects by Canadian law and all Members hereby submit to the exclusive jurisdiction of the Canadian courts with regard to any claim or matter arising in connection with these By-Laws.