

COCHRANE RINGETTE ASSOCIATION

(The “Association”)

BY-LAWS

(In accordance with the Alberta Societies Act and a Special Resolution of the Members of the Association, dated May 4, 2016, the By-Laws of the Association were rescinded/replaced in their entirety and replaced as hereinafter provided.)

BY-LAW I – JURISDICTION

1. The Association is the governing body for ringette in the area described on the map attached as Annex “A” to these By-Laws (the “Jurisdiction”). This map may be amended, from time to time, as deemed necessary by the Board of Directors (as hereinafter defined).

BY-LAW II – MEMBERSHIP

1. Membership of the Association shall be open to the following individuals:
 - A. any parent or legal guardian of a minor child, which minor child resides and participates in ringette within the Jurisdiction, who has paid the necessary registration fees as determined, from time to time, by the Board of Directors;
 - B. any ringette player residing within the Jurisdiction, sixteen (16) years or older, who is not responsible to a parent or legal guardian and who has paid the necessary registration fees as determined, from time to time, by the Board of Directors; or
 - C. any person in Alberta, being of the full age of 18, who wishes to further the objectives of the Association, may become a member by a favourable vote passed by a majority of the members at a meeting (could be AGM, special meeting or regular meeting).
 - D. i. such person shall have full voting privileges in accordance with By-Law VII herein
 - E. (the “Member”, the “Members”, or the “Membership”); and
 - F. ii. such person shall not be liable to pay any registration fees.
2. The Board of Directors shall determine the registration fees of the Association on an annual basis, and notice of such fees shall be given by public notice not less than twenty-eight (28) days prior to final registration.
3. Any Member wishing to voluntarily withdraw from the Membership may do so upon written notice to the Board of Directors through its SECRETARY (as hereinafter defined); provided, however, that any refund of registration fees, if applicable, upon such withdrawal, shall be paid by the Association in accordance with

the Regulations and Operating Policy (as hereinafter defined), as the case may be.

- 4. If any Member is in arrears for registration fees for any year, such Member or the minor child of such Member, as the case may be, shall be prohibited from participating in ringette, as the case may be, at the onset of the following season, and such minor child and/or Member shall, thereafter, not be entitled to any membership privileges or powers in the Association until reinstated by a favorable majority vote passed by the Board of Directors.
- 5. All Members are subject to the Association’s Objectives, these By-Laws, the Regulations and Operating Policy as the case may be, and the operating rules, regulations, and policies of RINGETTE ALBERTA, as the case may be, all as amended, from time to time; any Member who fails to conduct himself in accordance therewith or who does not otherwise remain in good standing may be expelled or suspended by the Board of Directors at any time during the ringette season and shall, thereafter, not be entitled to any membership privileges or powers in the Association until reinstated by a favorable majority vote passed by the Board of Directors.
- 6. Membership is not transferable.

BY-LAW III –EXECUTIVE OFFICERS AND DIRECTORS

- 1. The Executive Officers of the Association (the “Executive” or the “Executive Officers”) shall have full control and management of the affairs of the Association within the confines of the Association’s Objectives and these By-Laws and in accordance with any directions given to it by majority vote at any meeting of the Membership of the Association properly called and constituted.
- 2. The members of the Executive Committee shall, upon the respective expirations of each one’s term, be duly elected from the Membership at the AGM (as hereinafter defined) and shall hold the following executive offices, each of which is for a two (2) year term:

ODD YEAR ELECTIONS

EVEN YEAR ELECTIONS

President	Secretary	Vice-President	Treasurer	Registrar
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- A. PRESIDENT who shall generally perform the duties of the office of President and more particularly, without restricting the generality of the foregoing, shall:
 - i. be an ex-officio member of all committees;
 - ii. preside as Chairman at all meetings of the Association;
 - iii. not vote except to cast a deciding vote;
 - iv. call all meetings of the Board of Directors at such time and place as he deems necessary

and shall also call such meetings when requested in writing by four (4) Directors who shall state their business;

v. be the official representative of the Association at all RINGETTE ALBERTA meetings; and

vi. be a member of the Grievance Committee (as hereinafter defined);

provided, however, that:

i. the office of PRESIDENT shall not normally be held for more than two (2) consecutive years;

B. VICE-PRESIDENT who shall :

i. oversee the operation of all Association programs (as defined within the Association's Regulations and Operating policy;

ii. in the absence of the PRESIDENT, preside as Chairman and perform all the duties of the PRESIDENT; and

iii. be a member of the Grievance Committee.

C. SECRETARY who shall perform such duties as directed by the Board of Directors and who, in particular, shall:

i. attend all meetings of the Association and of the Board of Directors and shall take accurate minutes of same and maintain custody of all such minutes;

ii. conduct correspondence on behalf of the Association;

iii. notify all members of the Board of Directors of the any upcoming meetings; and

iv. have charge of the corporate seal of the Association which, whenever used, shall be authenticated by the signature of each of the PRESIDENT and the SECRETARY.

v. supervise communication with the membership including but not limited to the Association website, newsletters and advertising.

D. TREASURER who shall perform such duties as directed by the Board of Directors and who, in particular, shall:

i. be responsible for and maintain custody of all financial books, accounts, and records of the Association;

ii. present at each AGM a report of the year's operation, together with a duly audited financial statement of the Association;

iii. be responsible for the financial assistance program (as set forth in the Regulations and Operating Policy); and

iv. be responsible for the filing of all necessary government and insurance forms, reports, and renewals required for the continued operation of the Association.

E. REGISTRAR who shall be responsible for:

i. registering with the Association all minor children who participate in ringette within the

Jurisdiction and maintaining a mailing list and database of the Members in relation thereto; and

- ii. registering with RINGETTE ALBERTA and leagues, as may be appropriate, players, player movements, and player releases.

3. The board of directors of the Association (the “Directors” or the “Board of Directors”) shall be appointed by the Executive Committee to assist in the operation and management of the Association.

4. Each Director shall be entitled to one vote at all Board Meetings and Meetings unless they have received any amount of remuneration from the Association for services rendered such as refereeing or coaching.

5. The Directors appointed may be, but are not limited to, the following:

Ice Scheduler	Fundraising	Coaching
Equipment	Manager’s Coordinator	Recruitment & Marketing
Zone 2 Representative	Referee Assignor	Athletic Development
Tournament	LTAD Representative	Step Coordinator

6. Any Member appointed a Director becomes a Director if he were present at the meeting when being appointed and if he did not refuse such appointment; provided, however, that such Member may also become a Director if he were not present at the meeting but consented, in writing, prior to the appointment to act as a Director.

7. Should any vacancy occur on the Board of Directors during the year, the Executive shall be empowered to appoint a Member to fill the position for the balance of the term. A vacancy shall occur upon:

- A. Written notification of resignation by a Director;
- B. A Director’s failure to attend three (3) consecutive meetings of the Board of Directors without due cause; or
- C. A favorable majority vote of all of the Executive Officers to remove any Director from his duties as a Director for any cause which the Board of Directors may deem reasonable.

8. The Directors shall, as may be required, serve on committees, such committees to be determined by the Board of Directors, from time to time, to develop ideas and proposed projects and to implement the same upon the approval of the Board of Directors.

BY-LAW IV – REGULATIONS AND OPERATING POLICY

A. The Board of Directors may implement such internal guiding principals and operating rules, regulations, and policies as may be deemed appropriate, from time to time, to promote, develop, coordinate, and manage Community Programs.

BY-LAW V – MEETINGS

1. The Association shall hold an annual general meeting (the “AGM”) on or before the 31st day of May in each year, a minimum of twenty-one (21) days’ notice of which AGM shall be published in the local news media. The Directors so elected/appointed thereat as per By-Law III shall form the Board of Directors and shall take office immediately upon such election/appointment. Any Member in good standing shall be eligible to any executive office in the Association.
2. A general meeting (the “General Meeting”) may be called at any time by the SECRETARY upon the instructions of the PRESIDENT or the Board of Directors, a minimum of ten (10) days’ notice of which General Meeting shall be published in the local news media.
3. A special meeting (the “Special Meeting”) shall be called by the PRESIDENT or the Board of Directors upon receipt by either of a petition signed by ten (10) or more Members in good standing, which petition shall set forth the reason(s) for calling such Special Meeting, a minimum of ten (10) days’ notice of which Special Meeting, together with a copy of the said petition, shall be published in the local news media.

BY-LAW VI – QUORUMS

1. Seven (7) Members in good standing in addition to seven (7) Directors shall constitute a quorum at any General Meeting or any Special Meeting.
2. Seven (7) Directors shall constitute a quorum at any meeting of the Board of Directors.

BY-LAW VII – VOTING

1. Any Member who:
 - A. Has not withdrawn from membership; or
 - B. Has not been suspended or expelled as hereinbefore provided;
 shall have the right to vote at any General Meeting or any Special Meeting.
2. Only Directors shall have the right to vote at meetings of the Board of Directors.
3. All such votes set forth in this By-Law VII shall be made in person by show of hands or by secret ballot as may be determined, from time to time, by the Chairman of any given meeting of the Association and not by proxy or otherwise; provided, however, that by a unanimous consent of the Board of Directors, votes in regard to issues to be decided by the Board of Directors may be cast by the Directors via e-mail or

facsimile.

BY-LAW VIII – GRIEVANCES AND APPEALS

1. All grievances must be in writing and executed and delivered to the PRESIDENT or the SECRETARY before the Association may officially deal with such grievances. A committee which shall include the PRESIDENT, the PAST-PRESIDENT, the VP OPERATIONS, and any other two Directors as may be appropriate (the “Grievance Committee”), shall hear each grievance as soon as possible after the PRESIDENT’S or SECRETARY’S receipt thereof. Each affected party must be given the opportunity to make presentation before the Grievance Committee. The Grievance Committee will deal with the grievance in a manner that they see fit and that is in accordance with these By-Laws, the Regulations and Operating Policy document as the case may be, and any other policies adopted by the Board of Directors.

2. Any decision of the Grievance Committee may be appealed upon written application to the PRESIDENT or the SECRETARY, together with the payment of a ONE HUNDRED (\$100.00) DOLLAR deposit. This deposit shall be refunded only in the event of the appeal being upheld. Upon receipt of the appeal and deposit, the Board of Directors shall appoint three (3) individuals outside of the Board of Directors to form an appeal committee (the “Appeal Committee”). The Appeal Committee shall deal with the appeal as it sees fit in accordance with these By-Laws, the Regulations and Operating Policy document as the case may be, and any other policies of the Association. The decision of the Appeal Committee shall be final and binding upon all parties.

BY-LAW IX – PLAYERS

1. Each player on any team of the Association shall complete and return an official registration form as amended, from time to time, and as generated by the Association each and every year.

2. The Association shall provide competition for teams between the ages of four (4) to eighteen (18) as per the guidelines set by the governing bodies.

BY-LAW X – REFEREES

1. It is preferable that all referees be registered with the Referee Division of RINGETTE ALBERTA, as the case may be. As representatives of RINGETTE ALBERTA, as the case may be, all such referees shall enforce all rules and regulations as set forth by RINGETTE ALBERTA.

2. All referees shall have taken the referees’ course on instruction with the Association or another organization acceptable to the Association.

BY-LAW XI – REMUNERATION

1. Unless authorized at any meeting of the Association properly called and constituted, no Director or Member shall receive any remuneration or compensation for his services.

BY-LAW XII – AUDITING / FINANCIAL

1. The financial books, accounts, and records of the Association shall be audited at least once a year by a duly qualified accountant or by two (2) Members, outside of the Board of Directors, duly elected/appointed at the AGM for that purpose; provided, however, that such elected/appointed Members, if not present at the AGM, may consent to such election/appointment, in writing, prior to the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such elected/appointed auditor(s) to the FINANCE DIRECTOR prior to the AGM.
2. The fiscal year end of the Association shall be April 30.
3. All the financial books, accounts, and records of the Association may be inspected by any Member at the AGM or at any time upon giving reasonable notice and arranging a time and place satisfactory to the Director(s) having charge of same. Each Director shall at all times have access to such books and records..

BY-LAW XIII – BORROWING POWERS

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it deems fit and, in particular, by the issue of debentures; provided, however, that this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution, as defined by the Alberta Societies Act, as amended, from time to time (a “Special Resolution”), of the Members.

BY-LAW XIV – BY-LAWS

1. These By-Laws may be amended by a Special Resolution at any General Meeting by the affirmative vote of not less than seventy-five (75%) percent of those Members, if entitled to do so, who vote in person, and such Special Resolution shall become valid upon the approval of and registration by Alberta Registries, Corporate Registry. Notice of all proposed amendments to these By-Laws shall be signed by two (2) Executive Officers, if the amendment is proposed by the Board of Directors or by two (2) Members in good standing if proposed by the Members. The proposed amendments must be received by the SECRETARY

forty-five (45) days in advance of the General Meeting and shall be included in the notice of the General Meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the Special Resolution has been duly given, otherwise the said meeting shall have no power to deal with the same.

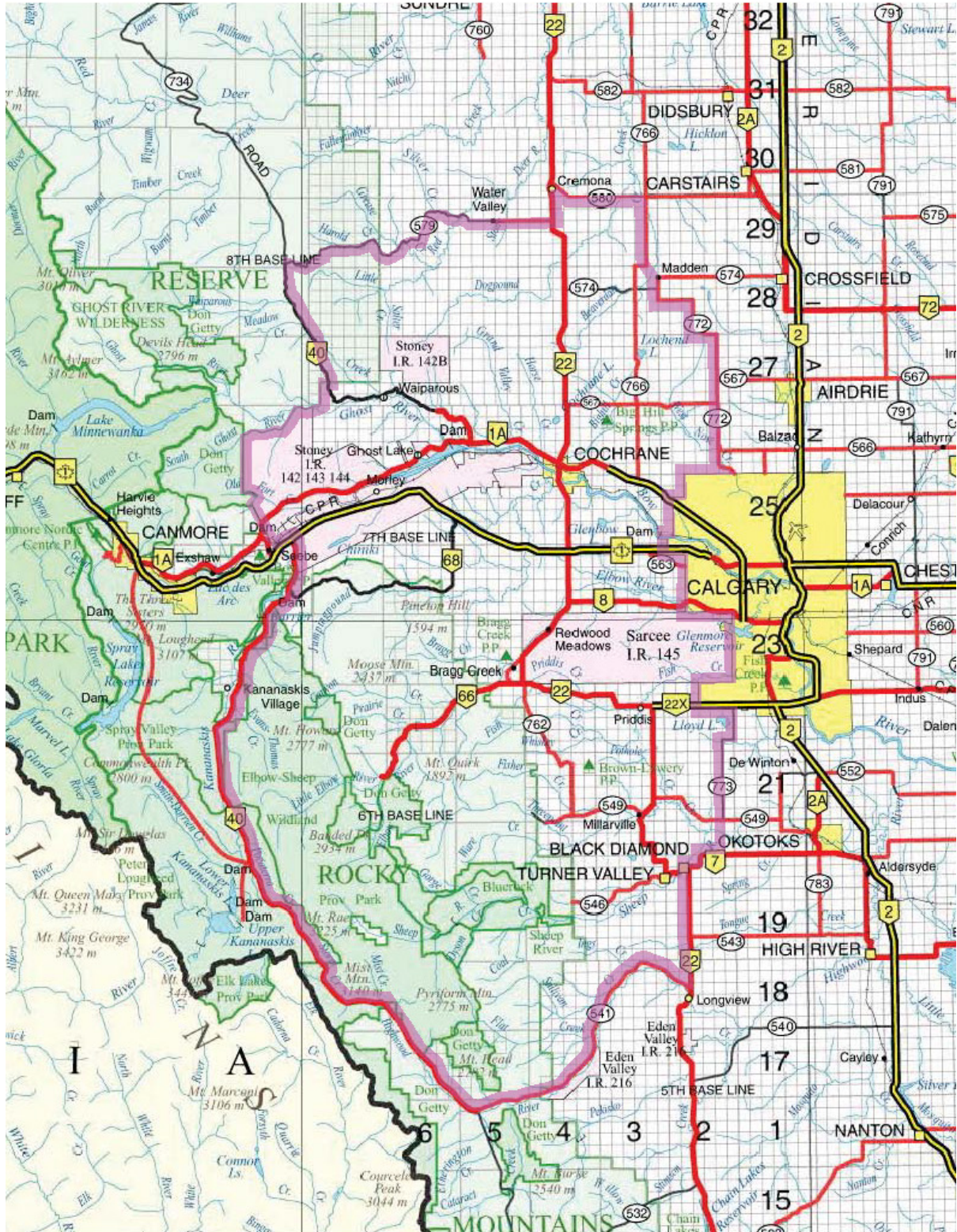
ARTICLE XV - DISSOLUTION

1. The Association may, by Special Resolution, surrender its certificate of incorporation and otherwise dissolve the Association in accordance with the Act.
2. Upon dissolution of the association, any assets remaining after paying debts and liabilities are to be disbursed to eligible charitable groups or purposes approved by the Board.

ARTICLE XV - INTERPRETATIONS

1. Throughout these By-Laws, the singular shall include the plural and vice-versa, and the masculine shall include the feminine and vice-versa.
2. The Association's Objectives, these By-Laws and the Regulations and Operating Policy document as may be amended, from time to time, are for the specific purposes of governing ringette within the Jurisdiction as well as all Members under the Jurisdiction, and all interpretations of same, together with all questions or disputes thereof, shall be referred to the Board of Directors.

ANNEX A – MAP SHOWING JURISDICTION



COCHRANE RINGETTE ASSOCIATION BOUNDARY: