



**BY-LAWS OF THE
RIVERVIEW RINGETTE ASSOCIATION (2020) LTD.**



RIVERVIEW RINGETTE BY-LAWS

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Preamble:

A By-law relating to the conduct of the affairs of Riverview Ringette Association (2020) Ltd. Was incorporated under the New Brunswick Companies Act,

BE IT ENACTED AND IT IS HEREBY ENACTED AS By-laws of Riverview Ringette Association (2020) Ltd. (herein after called the "Association" or "RRA") as follows:

BY-LAW #1 – NAME

1.1 The name of the Association shall be "Riverview Ringette" when referenced in the English language and "Ringette Riverview" when referenced in the French language.

BY-LAW # 2 – TRADEMARK AND LOGO

2.1 The trademark and logo of the Association shall be those whose imprint appear in the margin of the original copies of these By-laws.

BY-LAW # 3 – HEAD OFFICE

3.1 The Head Office of the Association shall be in Riverview, New Brunswick.

BY-LAW # 4 – DEFINITIONS

4.1 Unless context otherwise specifies or requires, the following terms have these meanings in these By-laws:

- (a) *Act* – Was incorporated under the New Brunswick Companies Act, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time.
- (b) *Association* – Riverview Ringette.
- (c) *Auditor* – a 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 the Association for a report to the Members at the next Annual Meeting.
- (d) *Board* – the Board of Directors of the Association.
- (e) *Chair* – the President of the Association, or an individual appointed by the President, to chair meetings of the Association.
- (f) *Days* – days includes weekends and holidays.
- (g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- (h) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- (i) *Proposal* – a proposal submitted by a Member of the Association.
- (j) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time.
- (k) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

BY-LAW # 5 - GENERAL

5.1 The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

5.2 Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Association.

5.3 Unless otherwise specified in the Act or these By-laws, meetings of Members, Committees, and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).



5.4 Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa.

5.5 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

BY-LAW # 6 – MEMBERSHIP

6.1 Composition

6.1.1 Members of the Association shall consist of corporations, associations, or groups who meet the membership requirements defined below, provided that such Members will be admitted to membership in the Association from time to time by resolution of the Board of Directors and shall, as a condition of membership, agree to abide by and comply with the objectives and By-laws of the Association and observe faithfully the rulings of those charged for the time being with the conduct of its affairs.

6.2 Membership

6.2.1 Members will meet the following requirement for membership:

- (a) A formally constituted local ringette association recognized by the provincial association as the governing body for the sport of ringette in the Town of Riverview.

6.3 Membership Fee

6.3.1 There shall be an annual fee, determined by the Board of Directors, applied to Members, which shall be remitted to the Association by October 31 of each year.

6.3.2 Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid by November 15th, the Member will automatically cease to be a Member of the Association, unless determined otherwise by the Board of Directors.

6.4 Voting Rights of Members

6.4.1 Voting rights shall be described below:

- (a) Each Member shall be entitled to one (1) vote at Annual and/or special meetings per player.
- (b) Voting for the election of the Board of Directors shall be by secret ballot; (unless by acclamation)
- (c) In no case shall there be a vote by proxy or absentee voting

6.5 Resignation of Members

6.5.1 The interest arising out of membership in the Association is not transferable and lapses and ceases to exist upon its dissolution when the Member ceases to be a Member by resignation or otherwise. Any Member may resign from membership upon notice to the Association.

6.6 Application for Membership

6.6.1 Applications for membership shall be governed by the following rules:

- (a) Board Members shall be a parent/guardian of an active player or participant in the sport.
 - a. The board may have up to (2) community members.
- (b) General membership is the family representative of the registered player in good standing.
 - a. General membership can vote at the Annual General Meeting.
- (c) Applications for membership may be made at any time during the year. Unpaid Members or Members not in good standing shall not be entitled to vote at any Annual or Special Meeting.
- (d) Acceptance of membership applications shall be the sole discretion of the Board of Directors, whose decision shall be final.
- (e) Payment of the prescribed fee will accompany each application for membership.



6.7 Member Obligations

6.7.1 Members shall provide the Association, the following, whenever there is a change in any of the information relating to the documentation previously provided:

- (a) Amendments to Address
- (b) Amendment to contact info (Phone / Email)
- (c) Guardianship
- (d) Changes to medical history,
 - a. Injuries
 - b. Medication
 - c. Medical conditions
 - d. Mental Wellness

6.8 Suspension or Cancellation of Membership

6.8.1 The Board of Directors shall have the right to suspend or terminate membership at any time by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for suspension or termination of the membership and the member receiving notice will be entitled to submit a written submission opposing suspension or termination.

6.8.2 In addition to section 6.8.1, Membership is terminated when:

- (a) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws.
- (b) The Member resigns from the Association by giving written notice.

6.8.3 A Member may not resign from the Association if the Member is subject to disciplinary investigation or action.

6.8.4 A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

6.9 Good Standing

6.9.1 A Member of the Association will be in good standing provided that the Member:

- (a) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed.
- (b) Has completed and remitted all documents as required by the Association.
- (c) Has complied with the By-laws, policies, procedures, rules, and regulations of the Association.
- (d) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (e) Has paid all required membership dues or debts to the Association, if any.

6.9.2 Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

BY-LAW # 7 – BOARD OF DIRECTORS OF THE ASSOCIATION

7.1 Composition

7.1.1 The Board of Directors shall be composed of

- (a) President
- (b) Vice-President
- (c) Secretary



- (d) Treasurer
- (e) Past-President
- (f) Director of Officials
- (g) Director of Registration,
- (h) Director of Coaching Development, / Director of Player Development
- (i) Director of Fund-Raising
- (j) Director of Equipment
- (k) Director of PR / Social Media
- (l) Tournament Coordinator
- (m) Ice Time Coordinator
- (n) Member at large
- (o) Member at large
- (p) Member at large

7.1.2 All board members shall be elected at the Annual Meeting by those eligible to vote as defined in these By-Laws.

7.1.3 Board members whose nominations are unopposed shall be declared elected by Ordinary Resolution of the Members. Where more nominations are received than there are positions available, an election by secret ballot will be held. The candidate(s) receiving the most votes and ascertains an Ordinary Resolution shall be elected to the available position(s). In the event of a tie that would result in the elimination of any nominee for a Director, a run-off election between or among the candidates involved in the tie will be organized. If the run-off election fails to settle the tie, the election will be decided by the toss of a coin. (President shall not use the proxy vote during the election of the board members)

7.1.4 The following describes Directors terms and the limits of said terms:

- (a) The executive members are elected for a two-year term.
- (b) All non executive positions are a one-year term
- (c) Executive member will not serve more than two (2) consecutive terms regardless of the length of their term. For example, if a Director is appointed in accordance with these By-laws to fill a vacancy and the term is only six (6) months, such term is considered a full-term in accordance with these By-laws; and
- (d) Notwithstanding Section

7.1.4 (b), any Executive who completes two (2) consecutive terms shall not act as an executive member for at least one full year prior to re-election or appointment as an Executive, they may hold a position within one of the non-executive titles.

7.1.5 Board of Directors will include a minimum of three (3) females.

7.2 Qualifications

7.2.1 A Director will be an individual with power under law to contract and who resides in Canada. The following persons are disqualified from being a Director of the Association:

- (a) Anyone who is less than 18 years of age.
- (b) Anyone who has been declared incapable by a court in Canada or in another country.

7.3 Nomination

7.3.1 Prior to the Annual Meeting, the Nominations Committee, as defined within these By-laws, shall be activated. The procedure for nominating Directors to be elected to the Board of Directors, shall be such as is from time to time prescribed by the Board of Directors.

7.4 Powers

7.4.1 Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.



7.4.2 The Board of Directors shall exercise all its powers in compliance with the provisions of these By-laws.

7.4.3 The Board of Directors shall be responsible for establishing and regulating committees.

7.4.4 The Board of Directors shall exercise financial control over the affairs of the Association and prescribe such fees and make such assessments and levies on the Members or participants as it may deem necessary from time to time.

7.4.5 The Board of Directors shall receive and act upon complaints registered by Members or their affiliates regarding any grievance, dispute, protest, or violation of the By-laws and policies of the Association, in accordance with these By-laws and the policies of the Association.

7.4.6 The Board may make policies, procedures, rules and regulations to manage the affairs of the Association.

7.4.7 The Board may make policies and procedures relating to discipline of Members and participants and will have the authority to discipline Members or participants in accordance with such policies and procedures.

7.4.8 The Board may employ or engage under contract people who will carry out the work of the Association.

7.4.9 The Board may borrow money upon the credit of the Association as it deems necessary:

- (a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient.
- (b) To limit or increase the amount to be borrowed.
- (c) To issue or cause to be issued bonds, debentures, or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants, and conditions and at such prices as may be deemed expedient by the board of directors; or
- (d) To secure any such bond, debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable, and immovable, property of the Association, and the undertaking and rights of the Association.

7.4.11 The Board may perform any other duties from time to time as may be in the best interests of the Association.

7.5 Remuneration of the Board Directors

7.5.1 Board of Directors shall not receive any stated remuneration for their services, but they shall be entitled to be reimbursed for their travelling and other expenses incurred while engaging in their role as a Director of the Association. Nothing herein contained shall be construed to preclude any Board of Director from serving the Association as an Officer or in any other capacity and receiving compensation, therefore.

7.6 Quorum

7.6.1 A quorum shall be a simple majority of the total membership of the Board of Directors holding office.

- 50% + one (The current board holds 15 Directors; this would require 8 to be in attendance for a Vote to take place.)

7.7 Meetings

7.7.1 The Board of Directors shall meet at least once a month if required, and more often if deemed necessary. Every Director is entitled to attend, vote and be heard at every meeting. Meeting locations shall be determined by the Executives.

7.7.2 The Notice of Meeting shall be provided at least Seven (7) days in advance of the meeting date. The Notice of Meeting shall be by electronic means unless otherwise requested by the individual board member. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.



7.7.3 The accidental omission to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting.

7.7.4 Unless otherwise specified in these Bylaws, questions arising at any meeting of the Board of Directors shall be decided by Ordinary Resolution.

7.7.5 No person shall act for an absent Director at a meeting of Directors.

7.7.6 Every Director present at a meeting is deemed to consent to any resolution passed or action taken at that meeting unless they direct their dissent to be recorded in the minutes.

7.7.7 Each Director, in attendance or participating, is entitled to one (1) vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon Ordinary Resolution. In the case of a tie, the President is entitled to a vote.

7.7.8 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

7.7.9 The Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other provided that:

- (a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
- (b) Each Director has equal access to the specific means of communications to be used; and
- (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

7.7.10 Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

7.8 Director Vacancies

7.8.1 A Director ceases to hold office when:

- (a) The Director dies.
- (b) The Director resigns.
- (c) The Director is removed in accordance with the By-Laws; or
- (d) The Director no longer meets the qualifications or eligibility guidelines to be a Director.

7.8.2 The Board of Directors may, by Ordinary Resolution, appoint a Director, so long as the number of Directors appointed does not exceed one-third (1/3) of the total number of Directors authorized; or call a special meeting for the purpose of filling the vacancies. The term of the appointed Director expires at the next Annual Meeting.

7.8.3 Where a Director vacancy occurs, and the Board of Directors choose not to fill the vacancy, the vacancy shall be filled at the next Annual meeting.

- (a) The board shall choose to elect a replacement of the vacant position within 45 days of the notice given to the board.

7.8.4 Any Director appointed or elected under these By-laws does not hold the office of a Director unless they:

- (a) Were present at the meeting and consented.
- (b) If not present at the meeting, consented in writing prior to the appointment or election; or acts as a director after the election or appointment.

7.8.5 Where a Director is appointed or elected under these By-laws the person who completes the term shall be deemed to have completed a full term.

7.9 Removal of Director



7.9.1 Any Director may be removed from their duties before the expiration of their term of office by Ordinary Resolution passed by the Members present at a Member's Meeting convened for that purpose; and may elect any qualified person in their stead for the remainder of their term, provided the Director has been given notice of and the opportunity to be heard at such meeting.

7.10 Conflict of Interest

7.10.1 A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the bi-laws and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction, and will refrain from influencing the decision.

BY-LAW # 8 – MEMBERS' MEETINGS

8.1 Annual Meetings

8.1.1 There shall be an Annual Meeting of the membership of the Association on the dates and places determined by the Board of Directors. At every Annual Meeting, in addition to any other business that may be transacted, the financial statements and the report of the treasurer shall be presented.

8.1.2 The Annual Meeting will be held at least within ninety (90) days of the close of the winter playing schedule.

8.1.3 It shall be the responsibility of the Board of Directors to present resolution(s) at the Annual Meeting.

8.2 Special Meetings

8.2.1 A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of Members.

8.2.2 The agenda of such meetings will only deal with the issue that forced the meeting. Keeping cost and the issue at hand in mind, Special Meetings may be conducted in person or by alternative means such as conference call, video conferencing or other technologies which permit all attendees to participate.

BY-LAW # 9 – FINANCE

9.1 Income

9.1.1 Notwithstanding the Articles, the Board of Directors do not have power to issue a debt obligation or trust indenture unless a Special Resolution has been approved at a special or Annual member meeting by the Voting Members; nor to delegate any borrowing powers conferred on it.

9.2 Fiscal Year

9.2.1 The fiscal year ends Dec. 31st.

9.3 Remunerations to the Association

9.3.1 The Board of Directors shall present to the Members in attendance at each Annual Meeting comparative financial statements relating to the immediately preceding financial year, the report of the Treasurer and any further information respecting the financial position of the Association.



9.3.3 The documents outlined in Section 9.3.1 will be provided to the Members at least 14 days in advance of the Annual General Meeting.

9.3.4 The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Association will not be available to the general membership of the Association but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Association in accordance with the Act.

9.3.5 The Association may acquire, lease, sell, or otherwise dispose of securities, equipment, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

BY-LAW # 10 – INDEMNIFICATION

10.1 Subject to the provisions of these By-laws, the Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 The Association will not indemnify a Director and/or Officer or any other person for acts of fraud, dishonesty, unlawful conduct, or bad faith.

10.3 The Association will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

BY-LAW # 11 - DISSOLUTION

11.1 Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

Amendments to the Bi-Laws

- May 5th, 2021 – The creation of these Bi-Law was created for Riverview Ringette Association (2020) Ltd.

ADOPTION OF THESE BY-LAWS

Entire Document - Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on June 14, 2021.