

# **Walden Ringette Association Constitution & By-Laws**

## **SECTION A. - CONSTITUTION**

### NAME

The Organization shall be known as the Walden Ringette Association, hereinafter to be referred to as the WRA.

### AIMS AND OBJECTIVES

- To promote, administer and develop the recreational sport of ringette.
- To teach fair play and sportsmanship with emphasis on the enhancement of good character and citizenship.
- To provide entertainment and fun for the participants.
- To provide competition for all players desiring to participate in the sport of Ringette, giving due consideration to their individual capabilities and interests.
- To exercise supervision and direction over its members, including the players, coaches, officials, parents and spectators.
- To ensure that all Members have the opportunity of presenting and having their views heard.
- To provide support and opportunity to players, coaches, officials, and administrators to improve their skills.
- To recruit and develop a capable, competent team of officials, coaches, managers and other leaders as required.
- To actively promote, adhere to and support the objectives and policies of the Northeast Region Ringette Association, Ontario Ringette Association and Ringette Canada.
- Assist any area outside the boundaries of the Corporation in the development of the sport of Ringette.

## **By-Laws**

### **ARTICLE I GENERAL**

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Walden Ringette Association.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) Act – the Ontario Not-for-Profit Corporations Act, 2010 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- b) Annual Meeting – the annual general meeting of the Members of the Corporation.
- c) Auditor – an independent individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act. c) Board – the Board of Directors of the Corporation.
- d) Board – board of directors of the Corporation.
- e) By-laws – this by-law (including schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force.
- f) Chair – chair of the Board.
- g) Corporation – the Walden Ringette Association.
- h) Days – clear days.
- i) Director – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- j) Extraordinary Resolution – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- k) Member – a member of the Corporation
- l) Members – collective membership of the Corporation
- m) Officer – an individual elected or appointed to serve as an officer of the Corporation pursuant to these By-laws.
- n) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution or consented to by all those entitled to vote on that resolution.
- o) Special Resolution – a resolution passed by at least two-thirds of the votes cast on that resolution; or consented to by those entitled to vote on that resolution.

1.3 Registered Office – the address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by Ordinary Resolution.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.5 Ruling on By-laws – 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 objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The Corporation has the following categories of Member:

**a) Class A Player Members:**

Class A Player Member shall include any individual who will be playing exclusively in the House league for the upcoming Membership period. All members of this category must be at least 18 years of age at all times during the membership term. Each Member of this category shall be entitled to one (1) vote at any Annual General Meeting.

**b) Class B Player Members:**

Class B Player Member shall include any player who will be playing the Rep league, regardless of whether or not they choose to participate in any House league games during the current membership period. Class B Members may be called upon from time to time to participate in House league games in order to ensure sufficient players are present for a full game. All Members of this category must be at least 18 years of age at all times during the membership term. Each member of this category shall be entitled to one (1) vote at any Annual General Meeting.

**c) Guardian Members:**

Guardian Members shall include the guardians of any players who are less than 18 years of age at any time during the membership period. All Members of this category must be at least 18 years of age at all times during the membership period. Each Member of this

category shall be entitled to one (1) vote at each Annual General Meeting, regardless of how many children are enrolled to engage in sporting activities during the season. Two guardians of the same child who is registered with the Corporation and who is younger than 18 years of age may both attend a meeting of the Members but only the registered Guardian Member may exercise one vote.

**d) Coaching Members:**

Coaching Members shall include the coaches and the coaching staff of the Corporation who will be working or aiding in the organization/operation of the Corporation. All Members of this category must be 18 years of age. Each Member of this category shall be entitled to one (1) vote at any Annual General Meeting.

2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

**Rights of Members**

2.3 Membership Rights – The Members of the Corporation who are in good standing will have the following powers:

- a) To appoint an Auditor;
- b) To amend the By-laws;
- c) To elect Directors;
- d) Any other rights as provided in the Act and in these By-laws.

2.4 Admission and Yearly Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) If the candidate member was previously a Member, they were in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid all fees as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
- e) The candidate member meets all other conditions of membership as determined by the Board from time to time;
- f) The candidate member has met an applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

## **Membership Fees and Term**

2.5 Duration – Player and guardian memberships with the Corporation begin on the date the Board (or designate) accepts the Member’s registration and ends automatically on the date calculated as the sooner of twelve (12) months after the membership was granted, or at the completion of the ringette season, unless otherwise determined by the Board. Coaching Membership begin on the date the Board accepts the Member as an employee/volunteer of the Corporation and is terminated automatically upon resignation/termination of the position.

2.6 Fees – Membership fees for player and guardian memberships will be determined by the Board There shall be no membership fees for Coaching Members.

2.7 Deadline – Member candidates will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date, the Membership will not be renewed.

## **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;

- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies;
- f) The Member's death; or
- g) 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 termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.12 Effect of Resignation on Disciplinary Procedure – When a Member who is subject to a disciplinary investigation or action of the Corporation resigns, that Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.13 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws or policies. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.14 Fees on Termination – A prior member who has had their membership terminated for any reason will not be entitled to reimbursement of any fees paid to the Corporation, whether whole or in part.

### **Good Standing**

2.15 Definition – A member is deemed to be in good standing so long as no outstanding balances are owed from the current or previous season. Member(s) with an outstanding registration balance from the previous season must ensure the balance is paid by the deadline as defined in By-Law 2.7, before they will be eligible to play in the upcoming season.

Additionally, the member must:

- a) Not be suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Complete and remit all documents as required by the Board;
- c) Comply with the By-laws, policies, and rules of the Corporation; and

d) Not be subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, fulfill all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.16 Effect of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing are entitled to the rights described in By-Law 2.3. Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to the rights in By-Law 2.3 until such time as the Board is satisfied that the Member has met the definition of good standing.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual Meeting – The Board will call an Annual Meeting not later than fifteen (15) months after holding the preceding annual meeting, and not later than six (6) months after the Corporation’s fiscal year end. The Annual Meeting shall take place within the province of Ontario. Any member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, audit/review engagement report (if any), and the exact wording of any proposed special resolutions that will be voted on at the meeting.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and

reasonable information to permit Members to make informed decisions. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgement on the special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing.

3.5 Method of Giving Notice – Notice may be given in person, by telephone or by e-mail to the Director or Member at his/her address, phone number or email address as the same appears in the records of the Corporation. Any notice or other documents sent in this manner shall be deemed to be sent at the time when the same was delivered, contacted, or emailed.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – 20 voting Members present will constitute quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of their ability. The scrutineers shall:



- a) ascertain the number of Members and the voting rights of each;
- b) determine the Members represented at the meeting, the existence of a quorum, and the validity of ballots;
- c) count all votes and ballots;
- d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and
- e) certify their determination of the number of Members represented at the meeting and their count of all votes and ballots.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act to be present at the meeting.

3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person.

3.13 Authority of the Chair – Any person other than a Member, Director or Auditor may be admitted to the meeting only if invited by the Chair or with majority consent of the members present. The Chair maintains sole and unfettered discretion to remove any member of the public from the Member’s meeting or move the meeting to an in camera session.

### **Voting at Meetings of Members**

3.14 Voting Powers – Each voting Member may vote on every issue.

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.16 Proxy Voting – Proxy voting is not permitted.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, unless a secret or recorded ballot is requested by Ordinary Resolution of the Members present at the meeting.

3.18 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Composition of the Board**

4.1 Qualifications of Directors – All Directors shall:

- a) Be eighteen (18) or more years of age;
- b) Not be an undischarged bankrupt or of unsound mind;
- c) Not currently be or have been employed by the Corporation during the previous two (2) fiscal years;
- d) Not have the status of bankrupt; and
- e) Be a resident of Canada.

4.2 Number of Directors – The affairs of the Corporation shall be managed by a Board of Directors composed of between seven (7) and fourteen (14) Directors duly elected to the position by the voting Members of the Corporation.

4.3 Interim Period Transitioning to New Constitution – In order to implement the changes in terms of office and incorporating the Officers positions into Directorship positions, all existing Directors and Officers of the Corporation at the time of this By-law's enactment by the Membership shall serve their respective terms in their entirety before the position becomes vacant and available for election.

### **Nomination of Directors**

4.4 Nominations – Elections for Director positions shall take place at the Annual General Meeting of Members.

4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.6 Nomination – Any nomination of an individual for election as Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Corporation ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election at least ten (10) days prior to the Annual Meeting.

4.8 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.9 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

## **Election of Directors**

4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

4.11 Elections – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

4.13 Terms – Elected Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.14 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.15 Rolling Term Transition – The Members shall elect one-half (1/2) of the Directors for a two year term, and the other one-half (1/2) of the Directors for a one year term. After this time, newly elected Directors shall be elected for two (2) year terms.

### **Resignation and Removal of Directors**

4.16 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office - The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) if the Director dies;
- c) if the Director becomes bankrupt;
- d) if the Director is found to be incapable of managing property by a court or under Ontario law;

- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- f) if the Director becomes disqualified in accordance with this by-law and the Act.

4.18 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

4.19 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may by ordinary resolution appoint a qualified individual to fill the position for the remainder of the term. If there is not a quorum of Directors or if there has been a failure to elect the minimum number of Directors provided for in the articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors in office, the meeting may be called by any Member.

### **Meetings of the Board**

4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.21 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least twelve (12) days prior to the meeting. 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.23 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.24 Number of Meetings – The Board shall meet monthly, or as required.

4.25 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution, unless otherwise required by this By-Law or the Act. In the case of a tie, the resolution is defeated.

4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.29 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

### **Duties of Directors**

4.31 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Powers of the Board**

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

4.33 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Discipline players, including but not limited to game suspensions and expulsion, in accordance with the Corporation's policies and procedures;
- g) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- i) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- j) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- k) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Corporation.

4.34 Roles and Duties – The Directors of the Corporation will have the roles and duties as described in Appendix A. The roles and duties of a Director may be delegated to another Director, a Committee, or other volunteer by Ordinary Resolution of the Board.

## **ARTICLE V OFFICERS**

5.1 Composition – The Board shall appoint from among the Directors a President/Chair and may appoint any other person to be:

- a) Vice President;
- b) Secretary;
- c) Treasurer;
- d) Referee in Chief;
- e) Registrar;
- f) Director of Coaching;
- g) Public Relations Coordinator;
- h) Equipment Manager;
- i) Ice Convenor;
- j) Fundraising Coordinator;
- k) Tournament Coordinator;
- l) Sponsorship Coordinator; and
- m) Past President.

5.2 Chair – The President of the Corporation must assume the position of Chair.

5.3 Past President - The immediate Past President of the Corporation will be appointed into the position of Past President for a one (1) year term provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

5.4 Multiple Offices – Nothing in these By-laws prohibit an individual from holding two or more offices of the Corporation.

5.5 Other Offices – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

5.6 Duties and Responsibilities – Officers will comply with the duties and responsibilities as outlined in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **ARTICLE VI COMMITTEES**

### **Committees**



6.1 Appointment of Standing and Ad-Hoc Committees – Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegations set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board’s responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by ordinary resolution at any time.

6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason by Ordinary Resolution.

6.3 Director Member – Every standing and ad-hoc committee of the Corporation is required to have at least one (1) Director as a member. This Director may choose to be either a voting or non-voting member of the committee.

6.4 Debts – No committee will have the authority to incur debts in the name of the Corporation.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be May 1st to April 30th.

7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an independent auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. When the Corporation’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation’s revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor’s report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

7.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and meticulously kept. The books and records include, but are not limited to:

- a) The Corporation’s articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.7 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Corporation.

7.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease,

sale of property in an amount exceeding one hundred thousand dollars (\$100,000.00) shall require the approval of an Ordinary Resolution by the Members.

7.9 Other Expenditures – Any single expenditure over thirty thousand dollars (\$30,000.00) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

7.10 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000.00).

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

## **Remuneration**

7.12 No Remuneration – All Directors, Officers and members of committees shall serve as such without remuneration and no Director, Officer, or member of a committee shall directly or indirectly receive any profit from occupying the position of Director, Officer or member of a committee; provided that:

- a) Directors, Officers, and members of committees may be reimbursed for reasonable expenses they incur in the performance of their duties; and
- b) Directors, Officers, and members of committees may be paid remuneration and reimbursed for reasonable expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, Officers or members of committees, provided that the amount of any such remuneration or reimbursement is:
  - i) considered reasonable by the Board;
  - ii) approved by the Board for payment by resolution passed before such payment is made; and
  - iii) in compliance with the conflict of interest provisions of the Act.

## **Conflict of Interest**

7.13 Disclosure of Conflict of Interest – A Director, Officer or member of a committee who has a direct or indirect interest, or who may be perceived as having a direct or indirect interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, in accordance with the Act.

7.14 Effect of Conflict of Interest - Any Director, Officer, or member of a committee who has been found to have a direct or indirect interest in a proposed contract or transaction 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 otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VIII AMENDMENT OF BY-LAWS**

8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

## **ARTICLE IX NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Accidental Omission and Failure to Receive Notice – The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director, Member or Auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director,

Member or Auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## **ARTICLE X DISSOLUTION**

10.1 Dissolution – Upon dissolution of the Corporation and after satisfying the interests of the Corporation’s creditors in all its debts, obligations and liabilities, if any, the remaining property shall be distributed to organizations with similar purposes as the Corporation, and which carry on their work solely in the province of Ontario.

## **ARTICLE XI INDEMNIFICATION**

11.1 Indemnification – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Corporation’s request in a similar capacity; provided that the

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.2 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

## **ARTICLE XII FUNDAMENTAL CHANGES**

12.1 Fundamental Changes – A special resolution of the Members is required to make any amendment to the Articles of the Corporation to:

- a) Change the Corporation’s name;
- b) Add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- c) Create a new class or group of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group;

- f) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Subject to Section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, directors fixed by the articles;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members;  
or
- m) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

#### ARTICLE XIII OFFICIAL COLOURS AND LOGO

13.1 Official Colours - The official colours of the WRA shall be Black, Red and White for the Black Jerseys, and White and Red for the White Jerseys. Provincial level teams may wear a different combination of these colours as approved by the WRA Executive.

13.2 Use - The WRA logo may be used by any member team, Executive member or other entity provided approval has been granted by a majority of the WRA Executive prior to its use.

## **Schedule A – Roles and Duties of Directors**

### **President:**

- Shall preside at all Executive and Executive Committee meetings.
- Shall prepare an agenda for all such meetings.
- Shall issue notice of all meetings.
- Shall exercise the power and authority of the Board in cases of emergency and in the best interests of the Corporation, as permitted by the ACT. The decision will be subject to ratification by the Board at the next meeting.
- Shall be the official spokesperson for the Corporation at the local, regional and provincial level.
- Shall be charged with the general management and supervision of the affairs and operations of the Corporation.
- Shall be an Ex-officio member of all standing and Ad-hoc Committees.
- Shall co-sign cheques signed by the Treasurer.
- Shall not vote except in the case of a tie where they shall cast the deciding vote.
- Shall ensure that all Officers and Directors perform their duties.
- Shall be the official liaison between the Provincial Ringette Association and ensure that all correspondence is brought before the Board.
- Shall prepare a report for the Annual Meeting.

### **Vice-President:**

- Shall perform the duties of the President in their absence or at their request and they shall then have all the powers and rights of the President.
- When acting as President shall not have the right to vote except in the case of a tie.
- Shall assist the President in performing their duties and shall hold the position of Advisor to the Tournament Committee and any other Committee as determined by the President.
- Shall perform other duties as assigned.
- In the absence of the President, may co-sign cheques signed by the Treasurer.
- Shall prepare a report for the Annual Meeting.

### **Secretary:**

- Shall maintain records of proceedings and meetings.
- Shall ensure that all correspondence is attended to and keep an accurate record of all business transactions of the Board. Have custody of all documents and records, except financial, pertaining to the affairs of the Corporation.

- Shall be the official liaison between the Provincial Ringette Association and ensure that all correspondence is brought before the Board.
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Treasurer:**

- Shall pay all accounts by cheque, signed by them and one of either the President or Vice-President.
- Shall keep complete and accurate records of accounts in which shall be recorded all receipts and disbursements of the Corporation and report same at all regular meetings and Annual Meetings.
- Shall perform other duties as required.
- The Treasurer shall submit a financial statement of costs including league debits and credits at the Annual Meeting.

**Past-President:**

- Shall carry out all duties assigned by the Board and act as advisor to the Board.
- Shall be a full voting member of the Board.

**Referee in Chief:**

- Shall attend all Board meetings.
- Shall be responsible for all officials in the Corporation including the advancement of their skill levels.
- Shall be responsible for scheduling of officials.
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Registrar:**

- Registration will be held in September of each year and the Registrar shall be responsible for making all necessary arrangements.
- Shall be the sole keeper of waiting lists for each age group.
- Shall register all players with Ringette Ontario and Ringette Canada.
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Director of Coaching:**

- Shall ensure all bench staff are qualified for their positions and provide proof of their qualifications to the registrar as required.



- Shall act on behalf of coaches' complaints in all divisions.
- Shall be responsible for the advancement of skill level of all coaches.
- Shall co-ordinate all clinics available from the local, provincial or national association for skill advancement.
- Shall form a "Coaching Selection Committee" for obtaining coaches as required. All coaching applicants shall be invited to attend the Coaching Selection Committee Meeting for interviews as required. This Coaching Selection Committee shall be comprised of the following: i) One senior coach; ii) Referee-In-Chief; iii) Director of Coaches; iv) President; and v) Vice-President or designate.
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Public Relations:**

- Shall be responsible for all promotions dealing with the Corporation including press releases, advertising as determined by the Board
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Fundraising Director:**

- Shall organize and coordinate the number of fundraisers deemed necessary by the Board
- Shall act as a liaison to the Board regarding individual team fundraising
- Shall prepare a report for the Annual Meeting.

**Equipment Manager:**

- Shall be responsible for all equipment of the Corporation.
- Shall advise the Board of additional equipment needs and purchase equipment as approved in the budget.
- Shall ensure the equipment is inventoried and returned to storage.
- Shall supply sweaters, rings, first aid kits and goaltender equipment as required.
- Shall perform other duties as assigned.
- Shall prepare a report for the Annual Meeting.

**Ice Convener:**

- Shall attend ice meetings with the City of Greater Sudbury.
- Shall attend coaches meetings to explain ice procedures for scheduling, cancellation etc.
- Shall schedule pre-season ice times.
- Shall schedule power skills sessions.

- Shall supply ice schedules to all teams (get anticipated tournament list from all teams before making out these schedules).
- Shall cancel or reschedule any ice time conflicts as they arise.
- Shall compile and maintain a log of ice time given to each team for the whole season.
- - Shall compile a report for the Annual Meeting.

**Tournament Coordinator:**

- Shall research, select and apply to tournaments on behalf of the Corporation's teams
- Shall arrange for team accommodation for tournaments requiring travel and coordinate with team managers
- Shall perform other duties as assigned.
- Shall compile a report for the Annual Meeting.

**Sponsorship Coordinator:**

- Shall approach, establish and maintain local sponsor partnerships (cash and in-kind donations).
- Shall ensure that all sponsorship agreements and packages are upheld.
- Shall utilize personal networks to develop potential partnerships, sponsorships and event participation.
- Shall perform other duties as assigned.
- Shall compile a report for the Annual Meeting.