

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

DORCHESTER RINGETTE ASSOCIATION INCORPORATED (the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the Province of Ontario under the *Corporations Act (Ontario)* on the day of , 2021.

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with Section 9.04 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act, R.S.O. 1990, c. C.38*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Affiliate" means an affiliate of the Corporation.
- (c) "Letters Patent" means the original or restated letters patent or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (d) "Board" means the board of directors of the Corporation.
- (e) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (f) "Director" means a member of the Board.
- (g) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (h) "Officer" means an officer of the Corporation.
- (i) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.06 of this By-Law.
- (j) "Ordinary Resolution" means a resolution passed by majority of the votes cast on that resolution.

- (k) “Regulation” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Special Resolution” means, in the case of Members, a resolution passed by a majority of not less than two thirds (2/3) of the votes cast by voting Members in attendance at a meeting of Members, and in the case of Directors, a resolution passed by a majority of not less than two thirds (2/3) of all Directors.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30th day of May in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by the President and Treasurer. In addition, the Board may from time to time direct the manner in which and the person or

persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as Affiliates, terms of reference of committees, duties of Officers, discipline, code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.07 Affiliation

Unless determined otherwise by a Special Resolution of the Members, the Corporation shall remain an affiliate of the Ontario Ringette Association and Ringette Canada.

SECTION III **MEMBERS**

3.01 Classes and Conditions of Membership

Unless determined otherwise by a Special Resolution of the Members, there shall be one (1) class of voting Members in the Corporation and one (1) class of non-voting Members. Membership shall consist of parents (or legal guardians) of players who have paid their fees up-to-date, players, coaches and all other volunteers of Corporation. Membership is open to all residents of the official boundaries of Dorchester, Ontario. If a Ringette association does not exist in an area where a prospective player lives, these players may join the Corporation. In the event of space limitations, Dorchester residents will take preference at the time of registration. In the event of space limitations, Dorchester residents (firstly) and previously

registered players (secondly) will take preference at the time of registration. All players belonging to the Corporation must abide by the rules of the Ontario Ringette Association. Notwithstanding the foregoing, for the purposes of organizing the Corporation (only), the Membership of the Corporation shall be limited to Brent Jackson, Daryl Badder, Keri Kowalski, and Danielle Beldman Johnston. Immediately after the organization resolutions approving these By-Laws are fully executed, the Membership shall include all persons described herein.

3.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member that is at least eighteen (18) years old shall be deemed a “**voting Member**” and shall hold the right to one (1) vote at all meetings of Members. A Member that is under eighteen (18) years old shall be deemed a non-voting Member and shall hold all the same rights as a voting Member except that a non-voting Member shall not have the right to a vote at any meetings of Members.

3.03 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.04;
- (e) the Member’s term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act. Subject to the Letter Patent, upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

Members may withdraw from Membership at any time and are subject to the Membership withdrawal policy. Refunds are not generally given to Members who withdraw except under extenuating circumstances or the approval of the Executive and in accordance with our current policy (this includes voluntary withdrawal or otherwise).

3.04 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Letters Patent, By-laws, Operating Policies, or Code of Ethics of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

SECTION IV

MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Executive may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year.

The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The President, or another member of the Executive with approval of the President, may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than one-third of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Dorchester, Ontario as the Board may determine or outside Dorchester, Ontario if all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting or meetings of Members, except consideration of the financial statements, public account's report, election of Directors and re-appointment of the incumbent public account, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of the Act.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Corporation.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be ten (10) members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For

the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.11 No Absentee or Proxy Voting

Subject to the Act, no Member shall be permitted to vote by absentee / mail-in or proxy voting. For clarity, a Member entitled to vote at a meeting of Members, who is present via electronic means, may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to indentify how each Member voted.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Letters Patent or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.13 Resolution in Lieu of Meeting

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Letters Patent, if applicable. If the Letters Patent does not state a minimum and maximum number of Directors, then the minimum number of Directors shall be one (1) and the maximum shall be twenty (20) or such other amounts as determined by a Special Resolution of the Members. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board.

5.03 Qualifications

Each director shall be an individual who is not less than 18 years of age. No person who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a Director. If a Director acquires the status of a bankrupt or becomes of unsound mind and is so found, he or she shall thereupon cease to be a Director.

5.04 Election of Directors and Term

- (a) Any Member may nominate a person to be a Director, in accordance with the policies and procedures set out by the Board of Directors for nominations of a Director.
- (b) Subject to the Letters Patent, Directors shall be elected at the Annual General Meeting by the Members who are also Directors at the commencement of such Annual General Meeting, by two-thirds (2/3) vote in favour of a particular candidate for each Director position. In the event that a Director position remains vacant, without a successful candidate receiving two-thirds (2/3) of the votes of the Members permitted to vote, then the election of such vacant Director position(s) shall be determined by a simple majority vote of the voting Members.
- (c) The terms of office of Directors shall be one (1) year or as determined by Ordinary Resolution of the Members.
- (d) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (e) Directors shall be eligible for re-election without limitation.

5.05 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.07, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

5.06 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the President or at the time specified in the resignation, whichever is later.

5.07 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.08 Filling Vacancies

In accordance with and subject to the Act and the Letters Patent, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members.

5.09 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those that may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or
- (f) establish contributions to be made, or dues/fees to be paid, by Members.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.10 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.11 Conflict of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (1) is a party to the contract or transaction;
- (2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 5.11(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in Section 5.11(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Procedure Where Disclosure

The Chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 5.11(b) to absent himself or herself during the discussion of the matter,

with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(d) **Consequences of Contravention**

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board upon the passing of a Board resolution to that effect.

5.12 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.13 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in the Act.

**SECTION VI
MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Dorchester, Ontario, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Corporation in accordance with the Act, which notice shall not be less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws or the Act otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.04 Regular Meeting

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required under the Act.

6.05 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question, unless the Act, Letters Patent, By-Laws or a Resolution of either the Members or the Board requires such question to be determined by a Special Resolution of the Board. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

6.09 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

6.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors. A resolution in writing can be done electronically, provided that the Act is complied with.

**SECTION VII
OFFICERS**

7.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person. The Officers shall be elected at the Annual General Meeting by the Directors who are Directors at the commencement of such Annual General Meeting, by two-thirds (2/3) vote in favour of a particular candidate for each Officer position. In the event that an Officer position remains vacant, without a successful candidate receiving two-thirds (2/3) of the votes of the Directors permitted to vote, then the election of such vacant Officer position(s) shall be determined by a simple majority vote of the voting Members.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) The President will:
 - i. Preside at all meetings of the Executive Committee and at all Annual General and special General Meetings of the Members.
 - ii. Be responsible for preparing an agenda for each Executive Special and Annual General Meeting and shall present the written report to Members at the Annual General Meeting.
 - iii. Decide on all points of order and will be responsible for the proper conduct of the meeting (Roberts Rules of Order will govern in case of a conflict).

- iv. Is an ex-officio member of every sub-committee formed by the Board.
 - v. See to the application of the Letters Patent and By-laws, and will be responsible for ensuring that the other Directors perform their appointed duties.
 - vi. Be responsible for directing the overall activities of the Corporation.
 - vii. Not vote except in the event of a tie, when he/she shall cast the deciding vote.
 - viii. Be the official between the Corporation and the Ontario Ringette Association and shall be responsible for ensuring that all Ontario Ringette Association correspondence is brought before the Board.
- (b) The Vice-President will:
- i. Have all the powers and shall execute all the duties of the President in his/her absence.
 - ii. Also have the powers and responsibilities which may be assigned by the President or the Executive Committee.
 - iii. Will co-ordinate and collect all reports for the Annual General Meeting.
 - iv. Shall be responsible for maintenance of by-laws and policies and procedures of the Corporation.
 - v. Will act as Liaison to Team Managers throughout entire season where matters of policies and procedures to be follow are concerned.
 - vi. Responsible to empty arena drop box and distribute contents to responsible Executive members.
- (c) The Past President will:
- i. Be an advisor to the President and the Executive Committee and will assist the President in whatever duties requested by the President.
 - ii. Act as Chairperson of the Nominating Committee for purposes of filling the offices to be elected at the Annual General Meeting. Shall also be Chairperson of the Nominating Committee if deemed necessary by the Executive for purposes of nominating members to the Executive to replace members who have resigned or been suspended.
 - iii. Shall be an ex-officio member of the Executive and shall only serve a one year term of office.
 - iv. The Past President cannot be appointed or elected and when in attendance at an Executive Committee meeting has no vote.
- (d) The Secretary will:
- i. Take minutes of all Director and Member meetings and Special General Meetings of the Corporation and of all Executive Committee meetings. In the absence of the Secretary, the President shall appoint a secretary to keep minutes of any particular meeting.
 - ii. Have the responsibility for keeping all the records and correspondence for the Corporation in appropriate order.
 - iii. Provide each member of the Executive Committee with minutes of every meeting, within one week of meeting date.
 - iv. Responsible for booking monthly meeting room facility in coordination with President.
 - v. Responsible for coordinating and following-up on lottery license applications with Thames Centre.

- (e) The Treasurer will:
- i. Be responsible for preparing for payment, after due authorization, all of the invoices properly the responsibility of the Corporation. These payments shall be made by cheque, signed by two (2) of the President and Treasurer.
 - ii. Keep complete and accurate records of accounts in which shall be recorded all receipts and disbursements of the Corporation and report at each Executive and Annual General meeting.
 - iii. Be responsible for keeping all the financial records of the Corporation and keep a record of all funds and assets of the Corporation.
 - iv. Be responsible for the opening, maintenance and proper documentation of all bank accounts required by the Corporation and the proper balancing of the records of deposits and disbursements made in those accounts.
 - v. Be responsible for the proper preparation and presentation of financial statements of the Corporation and the proper keeping of records leading to those financial statements.
 - vi. In conjunction with the Registrar account for all membership fees paid in each year.
 - vii. Be responsible for preparing and presenting at the beginning of each year, an operating budget incorporating all expected revenues and expenses of the Corporation for that particular season. Also responsible for reporting at each Executive meeting the actual financial results of the Corporation compared to the Operating Budget.
 - viii. Present and oversee the budgets of any Corporation provincial teams.
- (f) The Fund Raising/Events Chairperson will:
- i. Develop and co-ordinate all programs to raise funds for the Corporation (e.g. garage sales, skate-a-thons, tournaments, Elmira chicken, bottle drives etc.)
 - ii. Ensure that all monies collected in fund-raising materials are presented to the Treasurer for prompt payment/deposit.
 - iii. Ensure that all fund-raising activities are undertaken for the benefit of the Corporation as a whole except where a specific need is approved by the Executive Council. The Chairperson will oversee and advise as required and report to the Executive Council.
- (g) The Sponsorship Chairperson will:
- i. Contact local businesses, including those from previous seasons, before the start of each Ringette season for the purpose of seeking sponsors for all regional teams, as needed.
 - ii. Update the Executive and Treasurer immediately as sponsors are acquired.
 - iii. Track and follow up with payments from sponsors and send "thank you's" as necessary.
 - iv. Contact the Equipment Manager and coordinate the allocation of name bars to teams as needed.
 - v. Arrange for team photos to be sent to sponsors as necessary.
 - vi. Contact local businesses for donations for the silent auction table at the annual year end banquet.
 - vii. Responsible to coordinate photo and clothing vendors for association with help of volunteers as necessary.
- (h) The Promotions Chairperson will:
- i. Publicize all aspects of Ringette in Dorchester.

- ii. Develop and maintain the Corporation's website (www.dorchesterringette.ca) to ensure it is up-to-date with relevant content throughout the year.
 - iii. Publicize upcoming Corporation events and events that may be of interest from other organizations.
 - iv. Develop print-based promotional materials (posters, pamphlets, etc.) and make them available to the public.
 - v. Publicize tournaments and special events on the Corporation's website, in the Signpost and on the Community Centre's roadside digital display.
 - vi. In conjunction with the Registrar, ensure that full publicity is given to the registration times, dates, places etc.
 - vii. In conjunction with the Ice Coordinator, ensure the full schedule for the league is available as a digital calendar feed. Make corrections and updates to the schedule on an as-needed basis.
 - viii. In conjunction with the Fund Raising Chairperson, ensure all fund raisers are properly promoted (ie. Flyers, create raffle tickets, posters, etc.).
 - ix. In conjunction with the Sponsorship Chairperson, ensure that sponsors are properly recognized on the website, and through any other means the Executive deems appropriate (ie. Dressing room door magnets).
 - x. Place advertisements in the Dorchester Signpost and other local and area newspapers.
 - xi. Collect any trophies and memorabilia won by the Corporation's teams. Ensure that these are prominently displayed in the Corporation display case when available.
 - xii. Leverage any other appropriate avenues to promote the game of Ringette in Dorchester and surrounding areas.
- (i) The Referee In Chief will:
- i. Select and train referees to officiate all Corporation games.
 - ii. Ensure that referees are present to officiate all Corporation sponsored games.
 - iii. Maintain a high degree of quality in the referees, to encourage all referees to reach higher levels of certification.
 - iv. Ensure that all referees officiate by Ontario Ringette Association rules except in cases where the Corporation's Rules of Operations take precedence.
- (j) The Coaching Director will:
- i. Recommend to the Executive committee the Head Coaches for each team before the beginning of the season.
 - ii. Encourage and co-ordinate the certification of all coaches to at least Level 1 and encourages and promotes higher level certification as it becomes available.
 - iii. Co-ordinate community level and National Coaching Certification Program clinics and encourage attendance of all coaches where possible.
 - iv. Counsel coaches where deemed necessary.
 - v. Conduct coaches meetings at the beginning of each year and, additionally as appropriate, to establish procedures for tournament, game scheduling conflicts, etc.
 - vi. Obtain and distribute all information regarding tournaments including Ontario Ringette Association play downs, provincials etc. in a timely manner to all coaches. Coaches should be kept up to date on any changes in tournament details when available.
 - vii. Co-ordinate volunteer coaches for spring/fall Bring a Friend sessions in conjunction with Ice Coordinator, Promotions Chairperson and Registrar.

- viii. Co-ordinate volunteer Evaluators for Provincial level tryouts in conjunction with Provincial Coaches.
- ix. Ensure Coaches (U8 to U12 including Provincial Level) have completed and submitted Skills Matrix information to the Coaching Director. Skills Matrix is to be completed twice throughout the season, according to ORA/WRRA deadlines set each season.
- x. Ensure Team Managers have completed appropriate certifications for the season.

(k) The Registrar will:

- i. Be responsible for ensuring that registrations are held each year before the end of July and that all necessary arrangements are made for the smooth and orderly running of the registration process.
- ii. Ensure all necessary forms are available online.
- iii. Instruct everyone involved in the proper way to register (i.e. when, where, forms to fill, registration fee etc.).
- iv. Keep all waiting lists for each age group, when necessary.
- v. Keep a register of all players in the Corporation and be responsible for the eligibility of all players.
- vi. Register all players with the Ontario Ringette Association and Ringette Canada.
- vii. Collect payment and deposit to the Corporation bank account as needed, but will not have withdrawal access or signing authority.

(l) The Ice Coordinator will:

- i. Be responsible for obtaining ice required by the Corporation for regular season games, practices and provincial team tryouts throughout the season.
- ii. Schedule all games and practices for the Corporation, excluding tournaments, ensuring ice is allotted to each team in a fair and conscientious manner.
- iii. Give copies of the ice schedule to each coach, Referee in Chief, the Promotions and the President.
- iv. Help the Tournament Chairperson obtain sufficient ice time for all tournaments whenever possible.

(m) The Equipment Chairperson will:

- i. Purchase all necessary ringette equipment, including first aid supplies, in order that it is available for the first regular season game.
- ii. Ensure the goalie equipment is repaired or replaced whenever necessary.
- iii. Be responsible for collecting all referee equipment belonging to the Corporation from the Referee in Chief at the end of the season.
- iv. Store all trophies, plaques and tournament-related awards left over at the end of the season.
- v. Maintain an up to date inventory of all items in Corporation designated equipment room.
- vi. Order sponsor name bars and distribute to team managers as needed based (in conjunction with Sponsorship Chairperson).

(n) The Western Region Representative (WRRA/WORL/WRRL/DDAA) will:

- i. Attend Western Region meeting to represent the Corporation (WRRRA/WRRL/WORL)
 - ii. Take any concerns or suggestions from Corporation to Western Region meetings.
 - iii. Report back to the Corporation on outcome of Western Region meetings.
 - iv. Attend any Dorchester District Athletic Association meetings (DDAA).
 - v. Take any concerns or suggestions from the Corporation to DDAA meetings.
 - vi. Report back to the Corporation on outcome of DDAA meetings.
- (o) The Tournament/Regional Chair will:
- i. Manage the annual Corporation portion of the London Ringette Association (LRA) tournament.
 - ii. Work with Ice Coordinator to ensure tournament has sufficient ice available
 - iii. Work with LRA Tournament Chair and the Corporation's Fundraising Chairperson to ensure all volunteer positions have been filled.
 - iv. Supervise volunteer operations throughout the LRA Tournament.
 - v. Manage the Corporation's portion of the annual Regional Tournament when hosted by London Ringette Association (LRA).
 - vi. Work with Ice Scheduler to ensure tournament has sufficient ice available.
 - vii. Work with LRA Regional Tournament Chair and Western Region to ensure all volunteer positions have been filled and Corporation meets any other requirements for the regional tournament (i.e. baskets)
 - viii. Supervise volunteer operations throughout the Regional Tournament.
 - ix. Work with sub-committee if desired in coordination and supervision of tournament and annual year end banquet.

7.03 Term of Office

Officers shall hold their position for a period of one (1) year, or, in those cases where an officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the general meeting.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the Officer's term in office;
- (b) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII **NOTICES**

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by the Ministry; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in the post office or public letter box; and notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication or agency or its representative for dispatch.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided by the Act, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX LETTERS PATENT AND BY-LAWS

9.01 Amendment of Letters Patent

The Letters Patent of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the voting Members. Any amendment to the Letters Patent is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

Any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the voting Members.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by Special Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation; however, any such By-law, amendment or repeal shall only be effective from the date of a Special Resolution of the voting Members confirming such By-law, amendment or repeal.

9.04 Effective Date

This By-law is effective upon and approval of this By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation as at the 5th day of August, 2021.

DocuSigned by:

DocuSigned by: