

GREAT LAKES RINGETTE ASSOCIATION - GLRL
BY-LAWS July 23, 2019

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Great Lakes Ringette Association - GLRL. (WORL / CORL merged league spring 2019)

1.2 O.R.A. Constitution – Great Lakes Ringette Association shall adopt the constitution of the Ontario Ringette Association comprising of Letters of patent, by-laws and regulations as published along with the by-laws, policies and procedures contained herein.

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

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Board* – the Board of Directors of the Great Lakes Ringette League (League).
- c) *Cooperation Agreement* – the Great Lakes Ringette League.
- d) *Days* – days including weekends and holidays.
- e) *Director* – an individual elected or appointed (Officer or Coordinator) to serve on the Board pursuant to these By-laws.
- f) *Coordinator* – an individual who represents the region on an ORA standing committee and serves in this role on the Board.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Great Lakes Ringette League pursuant to these By-laws.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- i) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.

1.4 Registered Office – The registered office of the Great Lakes Ringette League shall be located within the Province of Ontario.

1.5 Corporate Seal - The Great Lakes Ringette League may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

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

1.7 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 Great Lakes Ringette League.

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

1.9 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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 Great Lakes Ringette League has the following category of Member:

- a) Association Member – An association that is registered as a member of the Great Lakes Ringette League and has agreed to abide by the League’s By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members

- 2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a) If the candidate member makes an application for membership in a manner prescribed by the Great Lakes Ringette League;
 - b) The candidate member was at any time previously a Member, and in good standing at the time of ceasing to be a Member;
 - c) The candidate member has paid dues as prescribed by the Board;
 - d) The candidate member agrees to uphold and comply with the Great Lakes Ringette League’s governing documents;
 - e) The candidate member meets any other condition of membership determined by the Board;
 - f) The candidate member has met the 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 Dues and Duration

2.3 Year – Unless otherwise determined by the Board, the membership year of the Great Lakes Ringette League will be June 15th to June 14th.

2.4 Dues – Membership dues will be determined annually by the Board.

2.5 Duration – Membership is accorded on an annual basis and Members will re-apply for membership annually.

2.6 Transfer – Membership in the Great Lakes Ringette League is non-transferable.

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Great Lakes Ringette League’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.

2.8 Termination – Membership in the Great Lakes Ringette League will terminate immediately upon:

- a) The expiration of the Member’s annual 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 Great Lakes Ringette League;
- d) Dissolution of the Great Lakes Ringette League;
- e) The Member’s dissolution; or
- f) 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.

2.9 May Not Resign – A Member may not resign from the Great Lakes Ringette League when the Member is subject to disciplinary investigation or action of the Great Lakes Ringette League.

2.10 Arrears – A Member will be expelled from the Great Lakes Ringette League for failing to pay membership dues or monies owed to the Great Lakes Ringette League by the deadline dates prescribed by the Board.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Great Lakes Ringette League’s policies and procedures relating to the discipline of Members.

2.12 Dues Payable – Any dues, subscriptions, or other monies owed to the Great Lakes Ringette League by suspended or expelled Members will remain due.

Good Standing

2.13 Definition – A Member will be in good standing provided that the Member:

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

2.14 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting - The Great Lakes Ringette League will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of Great Lakes Ringette League's fiscal year end. Any Member, upon request, will be provided, not less than three (3) days before the annual meeting, with a copy of the approved financial statements.

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 Members for any purpose connected with the affairs of the Great Lakes Ringette League 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 permits all participants to communicate adequately with each other during the meeting if the Great Lakes Ringette League makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors 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 required at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 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.

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 fifteen (15) 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 – Fifty percent (50%) of Members present will constitute a 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 a quorum is not present throughout the meeting.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Agenda – The agenda for the Annual Meeting will at least include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual Meeting
- e) Presentation and approval of reports
- f) Approval of membership dues and related fees
- g) Business as specified in the meeting notice
- h) Election of new Directors
- i) Adjournment

3.11 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.

3.12 Adjournments - With the majority consent of the Members present and 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.

3.13 Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Great Lakes Ringette League (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 or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

3.14 Voting Rights – Registered Members will have the following voting rights via Delegate at all meetings of Members:

- a) Registered Member Associations will be entitled to:
 - 1 vote for 3 or less minor provincial teams
 - 2 votes for 4-6 minor provincial teams
 - 3 votes for 7 or more minor provincial teams

3.15 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.16 Representatives – Association Members will annually appoint in writing (inclusive of electronic notice) to the Great Lakes Ringette League, the name of the Representative to represent the Member. Representatives must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

3.17 Voting on Fundamental Changes – Each class of Member is permitted to vote separately on fundamental changes affecting the Great Lakes Ringette League.

3.18 Proxy Voting – will not be allowed

- a) Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary at least two (2) business days prior to the vote being taken.

3.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Great Lakes Ringette League is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President votes to break a tie.

3.22 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of up to thirteen (13) Directors.

The preference being at least one elected position come from each region and no more than two elected positions come from any one region.

Composition of the Board - The Board will consist of the following voting Directors:

- a) President/Chair - Elected
- b) Vice-President – Elected
- c) Western Region rep – assigned by Region
- d) Southern Region rep - assigned by Region
- e) Central Region rep - assigned by Region
- f) Past President – assigned by virtue of position
- g) Treasurer - Elected
- h) Secretary – Elected

The remaining board positions will be non-voting members:

- i) Western Scheduling Rep– By Virtue of Position
- j) Southern Scheduling Rep– By Virtue of Position
- k) Central Scheduling Rep– By Virtue of Position
- l) Conveners – U12P, U14A, U14AA, U16A, U16AA, U19A, U19AA
- m) Website – media promotions – By Virtue of Position
- n) Scheduling Coordinator
- o) Coaching Coordinator – By Virtue of Position
- p) Games and Tournaments Coordinator - By Virtue of Position
- q) Officiating Coordinator - By Virtue of Position
- r) Membership Services Coordinator - By Virtue of Position

4.2 Executive Committee -The executive shall consist of the President, Vice President, Past President, Western Region Rep, Southern Region Rep, Central Region Rep, Treasurer and Secretary.

4.3 Past President / Chair - The immediate Past Chair of the League by virtue of position, provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

4.4 Western Region Rep, Southern Region Rep, Central Region Rep of the Great Lakes Ringette League by Virtue of appointment by their region and approval by Ordinary Resolution of the Board.

Eligibility of Directors

4.5 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) Have the power under law to contract;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

Election of Directors

4.6 Nominations Committee - The nominating committee will be chaired in the even years by the Immediate Past President and in odd years by the VP. If no Nominating Committee Chair the Board Executive will fill this position.

4.7 Nomination - Any nomination of an individual for election as a 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; and
- c) Be submitted to the Registered Office of the Great Lakes Ringette League seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.8 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

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

4.10 Election –The President, Vice President, Secretary & Treasurer positions will be elected at each Annual Meeting as follows:

- a) In odd number years the President & Secretary will be elected for a two-year term.
- b) In even number years the Vice President & Treasurer will be elected for a two-year term.
- c) The Regional Reps will be assigned each year by their Region.

4.11 Elections – Elections for the President, Secretary and Treasurer’s position will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- 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 sixty (60) days to become eligible for the position or will be removed as a Director of the Cooperation Agreement.

4.13 Coordinator – Coordinators are ratified for two year terms at an Executive Committee Meeting called immediately following the Annual General Meeting. In odd years the Sport Development, Games and Tournaments, and Membership Services Coordinators are ratified and in even years the Officiating, Adult, Coaching and Elite Coordinators.

4.14 Terms - Directors (Officers and Coordinators) will hold office for a term of two (2) years, and will hold office until they or their successors have been duly established in accordance with these By-laws, unless they are re-elected, resign, are removed from or vacate their office. There is no maximum number of terms an individual may sit as a director.

Resignation and Removal of Directors

4.15 Resignation - A Director may resign from the Board at any time by presenting his or her 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 Great Lakes Ringette League resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.17 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting 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

4.18 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

Meetings of the Board

4.19 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

4.20 Chair – The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President selected (or designate) will be the Chair of the meeting.

4.21 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 fourteen (14) 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 member, without notice, hold its first meeting immediately following the Annual Meeting of the Great Lakes Ringette League.

4.22 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).

4.23 Number of Meetings – The Board will hold at least four (4) meetings per year.

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

4.25 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. President does not vote, but will be entitled to a vote to break a motion ending in a tie.

4.26 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

4.27 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.

4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.29 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.

Duties of Directors

4.30 Standard of Care – Every Director will:

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

Powers of the Board

4.31 Powers of the Great Lakes Ringette League – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Great Lakes Ringette League and may delegate any of its powers, duties, and functions.

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

- a) Make policies and procedures or manage the affairs of the Great Lakes Ringette League 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 Great Lakes Ringette League 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 Great Lakes Ringette League;
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f) Enable the Great Lakes Ringette League to receive donations and benefits for the purpose of furthering the objects and purposes of the Cooperation Agreement.
- g) Make expenditures for the purpose of furthering the objects and purposes of the Great Lakes Ringette League;
- h) Borrow money upon the credit of the Great Lakes Ringette League as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Great Lakes Ringette League.

ARTICLE V

OFFICERS

5.1 Composition – The Officers will be comprised of the Past-President, President VP Western, VP Southern, VP Central, Secretary and Treasurer.

5.2 Duties - The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Great Lakes Ringette League and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Great Lakes Ringette League, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Western Region Rep will, be responsible for the A/AA League and Western region teams, and will perform such other duties as may from time to time be established by the Board.
- d) The Southern Region Rep will be responsible for the A/AA League, and Southern region teams and will perform such other duties as may from time to time be established by the Board.
- e) The Central Region Rep will be responsible for the A/AA League and Central region teams, and will perform such other duties as may from time to time be established by the Board.
- f) The Secretary will be responsible for the documentation of all amendments to the Great Lakes Ringette League's By-laws, will ensure that all official documents and records of the Great Lakes Ringette League are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Great Lakes Ringette League, and will perform such other duties as may from time to time be established by the Board.
- g) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Great Lakes Ringette League in the Great Lakes Ringette League's bank account, will supervise the management and the disbursement of funds of the Cooperation Agreement, when required will provide the Board with an account of financial transactions and the financial position of the Great Lakes Ringette League will prepare annual budgets and will perform such other duties as may from time to time be established by the Board.
- h) The Past President will mentor the board and perform such duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate committee of the Cooperation Agreement, or to another Director.

5.4 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.5 Vacancy – Where the position of an Officer, excluding the Chair, 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 vacancy for the remainder of the vacant position's term of office. If the Chair position becomes vacant, the 1st Vice-Chair shall become Chair and will appoint a replacement for the position of Chair of the WORL A/AA League

5.6 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Great Lakes Ringette League and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Standing Committees – The Board will have the following standing committees composed of Directors as follows:

- a) Executive – Will consist of the Officers
- b) Discipline – Will consist of 2 of 3 VP's and any three Representatives from the Board, as appointed by the Board

6.3 Vacancy – When a vacancy occurs on a Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Cooperation Agreement.

6.5 Removal - The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Cooperation Agreement.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Great Lakes Ringette League will be April 1st to March. 31st.

7.2 Bank - The banking business of the Great Lakes Ringette League will be conducted at such financial institution as the Board may determine.

7.3 Financial Statements - After each Annual Meeting the Treasurer will supply financial reports to the 3 Regions and their members.

Note: If the Leagues amount of revenue per financial year is less than \$100,000 by vote at annual general meeting requiring 80% majority an audit may be waived. If the Great Lakes Ringette Leagues amount of revenue per financial year is between \$100,000 and \$500,000 a review engagement is acceptable.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Great Lakes Ringette League of the last fiscal year of the Great Lakes Ringette League 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 Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than three (3) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report if required; and
- c) Any further information respecting the financial position of the Cooperation Agreement.

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

- a) The Great Lakes Ringette League'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 Great Lakes Ringette League on a quarterly basis.

7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Great Lakes Ringette League will be executed by at least two (2) Officers, including the Chair, Treasurer, and one other Officer as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property - The Great Lakes Ringette League 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.

7.8 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Great Lakes Ringette League;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Great Lakes Ringette League.
- c) Give a guarantee on behalf of the Great Lakes Ringette League to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Great Lakes Ringette League, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Cooperation Agreement.

7.9 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

7.10 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Cooperation Agreement under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.11 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Great Lakes Ringette League will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to:

- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - i. By Ordinary Resolution of the Board. Any By-laws amendments 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.
 - ii. By 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. Any By-laws amendments 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, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

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 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution – The Great Lakes Ringette League may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify - The Great Lakes Ringette League will indemnify and hold harmless out of the funds of the Great Lakes Ringette League each Director and any individual who acts at Great Lakes Ringette League'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 or and any individual who acts at the Great Lakes Ringette League's request in a similar capacity.

11.2 Will Not Indemnify - The Great Lakes Ringette League will not indemnify a Director or any individual who acts at the Great Lakes Ringette League's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Great Lakes Ringette League will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Great Lakes Ringette League; 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 his or her conduct was lawful.

11.3 Insurance - The Great Lakes Ringette League will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Great Lakes Ringette League. Fundamental Changes are defined as follows:

- a) Change the Great Lakes Ringette League's name;
- b) Add, change or remove any restriction on the activities that the Great Lakes Ringette League may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Great Lakes Ringette League;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Great Lakes Ringette League 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
Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Great Lakes Ringette League at a meeting of Members duly called and held on July 23, 2019.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Cooperation Agreement repeal all prior By-laws of the Great Lakes Ringette League provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.