

BYLAWS

A bylaw relating generally to the conduct of the affairs of NORTHERN ALBERTA WOMEN'S RINGETTE ASSOCIATION (the "Association")

BE IT ENACTED as a bylaw of the Association as follows:

SECTION A - GENERAL

1. In this bylaw and all other bylaws of the Association, unless the context otherwise requires:
 - a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
 - c. "board" means the board of directors of the Association and "director" means a member of the board;
 - d. "bylaw" means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force and effect;
 - e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - f. "Member" means a Player or Team that has been accepted as a member of the Corporation;
 - g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - h. "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
 - i. "Player" means each individual who plays Ringette and has been registered with Ringette Alberta as a player and plays on a Team;
 - j. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

- k. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- l. "Team" means a Ringette Team that has been registered with Ringette Alberta and has been accepted into the NAWRA league or is administered by NAWRA;

2. Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 2 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

3. Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

4. Execution of Documents

Contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its officers or directors. 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 signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

5. Financial Year End

The financial year end of the Association shall be determined by the board of directors.

6. Banking Arrangements

The banking business of the Association 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may, with authorization of the members by way of ordinary resolution:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

- c. give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION B - MEMBERSHIP

9. Membership Categories

Subject to the articles, there shall be three class of members in the Association. Each member shall be entitled to receive notice of and attend all meetings of the members of the Association.

- a. Non-Voting Membership – each Player is a Member of the Association from the time the Player participates on a Team until the following annual general meeting. Player Membership does not entitle a Player to vote at meetings of the Association.
- b. Voting Membership – each Team is a Member of the Association from the time the Team has applied to and been accepted into the Association by resolution of the board. Each Team is entitled to two votes at meetings of the Association.
- c. Special Membership – members of the board and committee members shall be Special Members. Each Special Member is entitled to one vote at meeting of the Association.

10. Notice of Meeting of Members

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.

11. Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Association has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

SECTION C - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

12. Membership Fees

A motion passed at a Board of Directors meeting shall set membership fees payable by Teams wishing to participate in NAWRA. The board shall notify Members in writing by electronic means to the representatives of each Team no less than 1 calendar month prior to the Fall Meeting. Fees are due in full on the date of the Fall Meeting. If fees are not paid in full on or before the Fall Meeting date, the Players on the Teams in default shall automatically cease to be members of the Association.

13. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section B, clause 8 of these bylaws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section C, clause 13 below or is otherwise terminated in accordance with the articles or bylaws;
- e. the member's term of membership expires; or
- f. the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

14. Discipline of Members

In addition to the discipline of Members provided under the Policies of the Corporation, the board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION D - MEETINGS OF MEMBERS

15. Annual General Meeting

An Annual General Meeting is to be held in April prior to Ringette Alberta annual general meeting. The purpose of the Annual General Meeting shall be:

- a. To receive the financial statements of the Association for the previous season
- b. To receive the interim financial reports and to appoint auditors to review the financial statements for the current season
- c. To receive the reports of the Board of Directors
- d. To elect Directors of the Association

16. Fall Meeting

A general membership meeting is to be held in September of each year. The purpose of this meeting will be to provide members with an update on Association matters prior to the start of the ringette season and address any ongoing concerns of the board or membership.

17. Persons Entitled to be Present and Persons Required to be Present

- a. The only persons entitled to be present at a meeting of members shall be members, the directors and the officers of the Association NAARA Representatives, and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the President of the meeting or by resolution of the members.
- b. Each Team is required to have two individuals present at the Annual General Meeting and the Fall Meeting (the "Team Representatives"). A Team failing to have two Team Representatives at either the Annual General Meeting or Fall Meeting will be subject to the fine prescribed in writing in the policies of the Association.

18. Voting Privileges

- a. Each Team Representative shall be entitled to one vote at the Annual General Meeting and Fall Meeting.
- b. Each director and officer shall be entitled to one vote at the Annual General Meeting and Fall Meeting.

19. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall 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.

20. Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 51% of the Team Representatives entitled to vote at the meeting. 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.

21. Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION E - DIRECTORS

22. Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

23. Indemnity and Protection

Each and every Director, Member and Officer of the Society shall be deemed to have assumed office on the express condition that every such Director, Member or Officer, his respective heirs, executors, administrators, and estate shall at all times be indemnified and saved harmless out of the funds of the Society against all costs (including legal costs on a solicitor and his own client basis), charges and expenses, including any amount paid to settle an action or satisfy a judgment which such Director, Member or Officer sustains or incurs in any civil, criminal or administrative action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him to be

done in the execution of the duties of his office and also all costs, charges and expenses which he may sustain or incur in relation to the affairs of the Society, provided he acted honestly and in good faith with a view to the best interests of the Society and he had reasonable grounds for believing that his conduct was lawful.

No Director, Member or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, Member, Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors or Members for, or on behalf of, the Society for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or Society with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on his part or for any other loss, damage or misfortune which may happen in the exercise of his respective duties or trust or in relation thereto unless the same shall happen by his own or through his own willful act or default. Directors and Members may rely upon the accuracy of any statement or report prepared by the Society's auditors or accountants (as the case may be) and shall not be responsible or held liable for any loss or damage resulting from acting, in good faith, upon such statement or report.

SECTION F - MEETINGS OF DIRECTORS

24. Calling of Meetings

Meetings of the board may be held no less than 3 times per year called by the President, Vice-President or any 2 directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

25. 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 G, clause 26 of this bylaw to every director of the Association not less than 7 days 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.

26. Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. 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.

27. 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 such committee may formulate its own rules of

procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION G - OFFICERS

28. Description of Offices

If designated and if officers are appointed, each shall have the duties and powers described in the Policies of the Corporation. The Directors may appoint the following offices:

- a. President
- b. Vice President
- c. Past President
- d. Treasurer
- e. Secretary
- f. Ringette Alberta Registrar
- g. Ice Scheduler
- h. Referee Liaison
- i. Webmaster
- j. Policy Manager
- k. Divisional Representatives

The powers and duties of officers of the Association shall be such as the terms of their engagement call for or the board or president requires of them.

29. 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 Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a director (if a necessary qualification of appointment);
or
- d. such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION H - NOTICES

30. Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to 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 Association or in the case of notice

to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors); 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 Part 17 of 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 a post office or public letter box; and a 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 company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

31. Invalidity of any provisions of this bylaw

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

32. 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 Association has provided notice in accordance with the bylaws 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.

SECTION I - DISPUTE RESOLUTION

33. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section I, clause 31 of this bylaw.

34. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION J - EFFECTIVE DATE

35. Effective Date

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the board.

CERTIFIED to be the Bylaws of the Association, as enacted by the Directors of the Association by resolution on the 14th day of October, 2020 and confirmed by the members of the Association by special resolution on the 2nd day of June, 2021.

DATED as of the _____ day of _____, 2021.

Director/Officer