

BY-LAW NO. 1

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

PARIS RINGETTE ASSOCIATION

WHEREAS the Paris Ringette Association was incorporated by Letters Patent issued January 7, 1997, for the following objects:

- (a) To promote and develop the playing of Ringette as a mass participation team sport within the Town of Paris.
- (b) To formulate and administer policies beneficial to the sport of Ringette.
- (c) To foster the highest standards of sportsmanship and friendliness for all participants.
- (d) To stimulate public awareness and foster spectator interest.
- (e) To encourage participation as a healthful exercise for improving physical fitness.
- (f) To promote orderly development of the game and to strive for conditions conducive to the safety of all participants.
- (g) To encourage participants to strive for excellence in teamwork, team spirit and team discipline.
- (h) To actively promote the objectives and policies of the National Association as approved by their directors through specified structures.
- (i) To provide clinics and courses in such areas of expertise as, but not limited to, officiating, coaching, leadership and player development within Ringette.

1. General

1.1 Definitions

In this by-law, unless the context otherwise requires:

- (a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Board" means the board of directors of the Corporation;
- (c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (d) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

- (e) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (f) "Member" means a member of the Corporation;
- (g) "Members" means the collective membership of the Corporation; and
- (h) "Officer" means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5 Execution of Contracts

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

2.1 Election and Term

The Board shall consist of sixteen (16) Directors.

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

No Director shall act as coach, trainer or manager of any house league team unless approved by the Board.

2.2 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director

2.4 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the

Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

(c) Executive Committee

- (i) Constitution – The Board, whenever it consists of more than five (5), may from time to time elect from among its number an Executive Committee consisting of such number of Members, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of Executive Officers. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a director. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.
- (ii) Powers – During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any restrictions in the Act or which the Board may from time to time impose) all powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.
- (iii) Procedures – Subject to Sections 2.4(c)(iv), (v) and (vi), and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its Members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.
- (iv) Quorum – No business may be transacted by the Executive Committee except at a meeting of its Members at which a quorum of the Executive Committee is present.
- (v) Place of Business – Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within Ontario as specified in the notice calling the meeting.
- (vi) Other Directors Present – Each director who is not a member of the Executive Committee shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he or she is present. However, no director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of

the Executive Committee, and his or her presence shall not be included for the purpose of calculating a quorum.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with

3. Board Meetings

3.1 Calling of Meetings

Meetings of the Directors may be called by the President, the Vice-President, or any two Directors at any time and any place on notice as required by this by-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Quorum

At any meeting of the Directors the quorum shall be a majority of Directors.

3.5 Voting

Each Director other than the chair of the Board or the person acting as chair of the Board shall have one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a casting vote.

3.6 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

4. Financial

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.2 Financial Year

The financial year of the Corporation commences May 1st and ends on April 30th in each year or on such other date as the Board may from time to time by resolution determine

5. Officers

5.1 Officers

The Board shall appoint from among the Directors the officers listed below.

(a) The President shall:

- (i) Preside at all Board of Directors and Executive Committee meetings;
- (ii) Prepare an agenda for all meetings;
- (iii) Exercise the power and authority of the Board, in cases of emergency, subject to ratification by the entire Board at the next meeting; however, the President shall not have any authority which is not permitted by the Act to be delegated to a managing director.
- (iv) Be the official spokesman for the Corporation;
- (v) Be charged with the general management and supervision of the affairs and operations of the Corporation;
- (vi) Be an ex-officio member of all standing and ad hoc committees;

- (vii) Co-sign cheques signed by the Treasurer;
 - (viii) Not vote at any Board meetings, except in the case of a tie, where he/she shall cast the deciding vote;
 - (ix) Ensure that all officers and directors perform their duties.
- (b) The Vice-President shall:
- (i) Perform the duties of the President in his/her absence or at his/her request and he/she shall then have all the powers and rights of the President;
 - (ii) Has no right to vote at Board meetings when carrying out the duties of the President, except in the case of a tie, where he/she shall cast the deciding vote;
 - (iii) Assist the President in performing his/her duties and may hold the position of chair of an ad hoc or any standing committee;
 - (iv) Perform other duties as assigned;
 - (v) In the absence of the President, co-sign cheques signed by the Treasurer.
- (c) The Secretary shall:
- (i) Issue notice of all meetings;
 - (ii) Maintain records of proceedings and meetings;
 - (iii) Ensure that all correspondence is attended to, keep an accurate record of all business transactions of the Board of Directors. He/She shall also have custody of all documents and records, except financial, pertaining to the affairs of the Corporation;
 - (iv) Be the official liaison between the Corporation and provincial Ringette association and ensure that all correspondence is brought before the Board;
 - (v) Perform other duties as assigned;
 - (vi) Be a full voting member of the Board of Directors.
- (d) The Treasurer shall:
- (i) Pay all accounts by cheque, signed by him/herself and one of either the President or Vice-President;

- (ii) Keep complete and accurate records of accounts in which shall be recorded all receipts and disbursements of the Corporation and report at all regular annual general meetings;
 - (iii) Be a full voting member of the Board of Directors.
- (e) The Past-President shall:
 - (i) Carry out all duties assigned by the Board of Directors and act as an advisor to the Board of Directors;
 - (ii) Be a full voting member of the Board of Directors.
- (f) The Referee-in-Chief shall:
 - (i) Attend all Board of Director meetings;
 - (ii) Be responsible for all officials in the Corporation including the advancement of their skill levels;
 - (iii) Be responsible for minor officials (timekeepers and scorekeepers), including advancement of skill levels;
 - (iv) Be responsible for scheduling officials;
 - (v) Perform other duties as assigned;
 - (vi) Be a full voting member of the Board of Directors.
- (g) The Registrar shall:
 - (i) Organize registrations in September of each year and be responsible for making all necessary arrangements;
 - (ii) Be the sole keeper of waiting lists of each age group and be responsible for placing of players from this list onto a house league team;
 - (iii) Register all players with provincial association and Ringette Canada;
 - (iv) Perform other duties as assigned;
 - (v) Be a full voting member of the Board of Directors.
- (h) The Coaching Coordinator shall:
 - (i) Act on behalf of coaches' concerns, complaints or protests in all divisions;

- (ii) Be responsible for the advancement of skill level of all coaches;
 - (iii) Coordinate all clinics available from the provincial association for skill development;
 - (iv) Be a full voting member of the Board of Directors;
 - (v) Ensure all Corporation coaches are qualified;
 - (vi) Ensure all coaches have police checks completed;
 - (vii) Follow up to ensure that coaches post game and tournament results as required;
 - (viii) Ensure that all coaches have and understand the coaches handbook.
- (i) The Player Development Director shall:
- (i) Act on behalf of players' concerns, complaints or protests in all divisions;
 - (ii) Represent every player in all matters pertaining to suspensions or expulsions;
 - (iii) Be responsible to coordinate the player's clinics, skill level development clinics, and tests available from the provincial association or Ringette Canada;
 - (iv) Be a full voting member of the Board of Directors.
- (j) The Public Relations Director shall:
- (i) Be responsible for the creation and distribution of the Corporations newsletter;
 - (ii) Be responsible for media release, and advertising;
 - (iii) Promote other programs such as "Come Try Ringette", Learn to Skate, AAA games, etc;
 - (iv) Assist in organizing the Corporations Tournament;
 - (v) Perform other duties as assigned;
 - (vi) Be a full voting member of the Board of Directors.
- (k) The Equipment Manager shall:
- (i) Be responsible for all equipment of the Corporation;

- (ii) Purchase equipment as approved in the budget;
 - (iii) Be responsible for the equipment education of all coaches, parents and players;
 - (iv) Perform other duties as assigned;
 - (v) Be a full voting member of the Board of Directors.
- (l) The Fund-Raising Director shall:
- (i) Be responsible for all Corporations promotions and fundraising events;
 - (ii) Be responsible for creation and management of a sub fundraising committee;
 - (iii) Communicate to all Members to coordinate fundraising activities;
 - (iv) Assist in organizing the Corporations Tournament;
 - (v) Perform other duties as assigned;
 - (vi) Be a full voting member of the Board of Directors.
- (m) The Tournament Director shall:
- (i) Be responsible for the organization of the Corporations Tournament;
 - (ii) Be responsible for the Southern Region Tournament when hosted by the Corporation;
 - (iii) Be responsible for the creation and management of a sub tournament committee;
 - (iv) Be responsible for establishing the tournament schedule and coordinating with the Referee-in-Chief to ensure adequate official coverage;
 - (v) Be responsible to organizing and manning the tournament registration table;
 - (vi) Perform other duties as assigned;
 - (vii) Be a full voting member of the Board of Directors.
- (n) The Sponsorship Director shall:
- (i) Be responsible for yearly sponsorships;

- (ii) Maintain relations with current sponsors;
 - (iii) Establish new sponsors;
 - (iv) Assist in organizing the Corporations Tournament;
 - (v) Perform other duties as assigned;
 - (vi) Be a full voting member of the Board of Directors.
- (o) The Ice Coordinator shall:
- (i) Be responsible for managing the Corporations assigned ice times;
 - (ii) Reserve sufficient ice with the County of Brant to meet the needs of the Corporation;
 - (iii) Submit planned ice requirements to the County of Brant for the Corporations Tournament;
 - (iv) Schedule all special events;
 - (v) Resolve any scheduling conflicts as they arise;
 - (vi) Cancel ice not being used by the Corporation;
 - (vii) Maintain a master schedule and forward a copy to all coaches;
 - (viii) Perform other duties as assigned;
 - (ix) Be a full voting member of the Board of Directors.
- (p) The Webmaster shall:
- (i) Maintain the Corporations website to keep all information current;
 - (ii) Perform other duties as assigned;
 - (iii) Be a full voting member of the Board of Directors.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation, or
- (c) such Officer's death.

6. Protection of Directors and Others

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

6.2 Indemnities to Directors, Officers and Others

Every Director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

- (a) All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

7. Conflict of Interest

7.1 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

8. Members

Membership in the Corporation shall consist of such persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board. Membership shall be open to the following persons:

- (a) Parents or guardians of persons under the age of eighteen (18) who participate in sports programs organized or supported by the Corporation;
- (b) Participants in sports programs organized or supported by the Corporation who are over the age of eighteen (18);

8.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.3 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. Members' Meetings

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;

- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is nine (9) voting Members, whether present in person or by proxy. 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.

9.5 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the President's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

Each Member shall have a vote at meetings of Members. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) votes shall be taken by a show of hands among all Members present and the Chair of the Meeting, if a Member, shall have a vote;
- (b) an abstention shall not be considered a vote cast;
- (c) before or after a show of hands has been taken on any question, the Chair of the Meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the Meeting shall direct;
- (d) if there is a tie vote, the Chair of the Meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (e) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the Meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Adjournments

The Chair of the Meeting may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

9.8 Persons Entitled to be Present

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

10. Notices

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered

personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Computation of Time

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

10.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting

11. Adoption and Amendment of By-laws

11.1 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted this 11th day of June, 2025.



President

Secretary

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