

  
CAROL PREST

**RICHMOND RINGETTE ASSOCIATION  
BYLAWS**

**PART 1 – INTERPRETATION**

In these bylaws, unless the context otherwise requires:

- (1) "directors" means the directors of the Society for the time being;
- (2) "members" means any one adult member of a family unit registered, coaching or having a youth registered with the Richmond Ringette Association, or a director who subsequently has become a member, in accordance with these bylaws, and, in either case, have not ceased to be members
- (3) "membership year" means May 1 to April 31, or for new registrants, at the time of payment of registration;
- (4) "ordinary resolution" means:
  - (1) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members present in person and who are entitled to vote in person at such meeting; or
  - (2) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person at a general meeting of the Society;
- (5) "registered address" of member means his address as recorded in the register of members, which may include an email address;
- (6) "Society" means RICHMOND RINGETTE ASSOCIATION;
- (7) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (8) "special resolution" means:
  - (1) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Society in attendance at a general meeting, who, being entitled to do so, vote in person; or
  - (2) a resolution consented to in writing by every member of the Society who would have been entitled to vote in person at a general meeting of the Society;

1.2 Except where they conflict with the definition contained in these bylaws, the definitions in the Society Act on the date these bylaws became effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

1.4 Should the Richmond Ringette Association accumulate any profits they shall not go to the members, but shall be distributed in the same manner as the assets would be distributed upon the winding-up or dissolution as hereinafter provided. If, upon the winding-up or dissolution of the Richmond Ringette Association, there remains after the satisfaction of all its assets and liabilities, any property or assets, the same shall be transferred to the B.C. Ringette Association.

## **PART 2 – MEMBERSHIP**

2.1 Subject to the provisions of bylaw 2.7, the members of the Society are those persons defined in bylaw 1.1 (2) who have been approved for membership by the directors and who are eligible to be directors of the Society.

2.2 The amount of the first annual membership dues shall be determined by the directors, and after that the annual membership dues shall be determined at the annual general meeting of the Society. In the absence of any determination of annual membership dues it shall be deemed that there are no annual membership dues. Honourary Members shall not be assessed any annual membership dues, unless so determined by special resolution.

2.3 Any member may withdraw from the Society by delivering his resignation in writing to the Secretary(s) of the Society or by mailing or delivering it to the address of the Society, which address shall be the address of the Society as filed from time to time with the Registrar of Companies of the Province of British Columbia in the Notice of Address.

2.4 A person shall immediately cease to be a member of the Society:

- (1) at the time he delivers his resignation in writing to the Secretary(s) of the Society or delivers it to the address of the Society; or
- (2) upon his death; or
- (3) upon being expelled; or
- (4) upon ceasing to be in good standing upon expiry of membership.

2.5 A member may be expelled at a general meeting by the passing of a special resolution expelling such member.

2.6 All members shall be in good standing except a member who has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the Society, and he is not in good standing as long as the debt remains unpaid.

2.7 Honourary Members may be appointed by resolution of the directors, on the basis of outstanding contribution to the game of ringette in the City of Richmond. Honourary Members shall not be entitled to hold office and shall not be entitled to exercise any vote at a meeting of the members or receive any notice for the meeting of the members.

2.8 The membership of a person in the Society is not transferable.

2.9 Every member shall uphold the Constitution and comply with these bylaws.

### **PART 3 - MEETING OF MEMBERS**

3.1 The general meetings of the Society shall be held at such time and place, in accordance with Society Act, as the directors decide.

3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.3 The directors may, whenever they think fit, convene an extraordinary general meeting.

3.4 The Society shall give not less than FOURTEEN (14) days written notice of a general meeting of the Society to its members entitled to receive notice of a general meeting; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

3.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 The first annual general meeting of the Society shall be held not more than FIFTEEN (15) months after the date of incorporation, and after that an annual general meeting shall be held at least once in every calendar year and not more than FIFTEEN (15) months after the holding of the last preceding annual general meeting.

## **PART 4- PROCEEDINGS AT GENERAL MEETINGS**

4.1 All proceedings at a general meeting shall be governed by Robert's Rules of Order, revised, provided that if there is any conflict between any section of these bylaws and Robert's Rules of Order, these bylaws shall prevail. All business at an extraordinary general meeting shall be "special business" and all business that is transacted at an annual general meeting "special business" except:

- (1) consideration of the financial statements; the report of the directors, if any;
- (2) the report of the auditor, if any;
- (3) the election of directors;
- (4) the appointment of the auditor, if required; and
- (5) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when the quorum is not present. Personal attendance may be effected by video and/or audio participation, but not by way of email participation.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

4.4 A quorum is SIX (6) members in good standing or such greater number that the members may determine at a general meeting.

4.5 If within THIRTY (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within THIRTY (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.6 Subject to bylaw 4.7, the Chair of the Society, or if he is absent or unwilling to act, one of the other directors present, shall preside as Chair of a general meeting.

4.7 If at any general meeting the Chair is not present within FIFTEEN (15) minutes after the time appointed for holding the meeting, or requests that he not chair that general meeting, the members present shall choose one of their member to be Chair of that general meeting.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for TEN (10) days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 All resolutions proposed at a general meeting must be seconded. The Chair of the meeting may move or propose or second a resolution.

4.11 Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution, shall be decided by an ordinary resolution.

4.12 A member in good standing is entitled to one vote provided that an Honourary Member is not entitled to a vote. A tie vote resulting on any motion or resolution shall have the effect that such motion or resolution has not passed.

4.13 The Chair of a meeting shall be prohibited from exercising his right to vote as a member by virtue of performing the functions of Chair. In case of an equality of votes the Chair shall have a second or casting vote.

4.14 Voting shall be by a show of hands, unless a secret ballot is specifically requested by any member present at the meeting prior to the voting on any matter in which event a secret ballot shall be conducted, and the Chair shall be responsible for the format, distribution, collection, counting and destruction of ballots. The counting of ballots shall be conducted by TWO (2) members.

4.15 At all meetings of the members, only the members in attendance, including those in attendance pursuant to bylaw 4.3, shall be entitled to be counted in the quorum or to exercise a vote.

## **PART 5 - DIRECTORS**

5.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (1) all laws affecting the Society;
- (2) these bylaws; and
- (3) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting

5.2 No rule, made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.3 The property and the affairs of the Society shall be managed by the directors.

5.4 The number of directors shall be a minimum of SIX (6) and a maximum of SIXTEEN (16) or such greater number as may be determined from time to time by ordinary resolution of the members at a general meeting.

5.5 Unless appointed or elected pursuant to bylaws 5.10 or 5.12, directors shall be elected by the members at an annual general meeting and shall hold office beginning at the end of the annual general meeting at which such directors were elected, up to the time of their respective resignation, retirement or cessation as hereinafter provided. The following provisions shall apply to the elections of directors:

- (1) A nominating committee comprised of three (3) directors shall be established by the directors at any reasonable time after the holding of an annual general meeting. The Chair of the Society shall select the Chair and other members to sit on the nominating committee, whose appointment to such committee shall be subject to the approval of the directors;
- (2) At a reasonable time before the holding of the next annual general meeting of the Society, the nominating committee shall seek the recommendation of such groups or individuals as the nominating committee considers reasonable as to the names of appropriate persons to be nominated for election as directors;
- (3) From the aforesaid recommendations and from its own sources, the nominating committee shall select, in addition to those directors who are due to retire at the next annual general meeting and who wish to stand for reelection and are eligible to do so, a number of nominees for election which number shall be the number of spaces on the board of directors to be filled by way of election at the next annual general meeting provided however that directors who are standing for re-election as aforesaid shall not be counted in such calculation, and shall be added to the list to be submitted by the nominating committee to the members at the annual general meeting;

- (4) The members at the annual general meeting shall elect directors to fill vacant positions left by the board of directors from the nominees whose names are selected as aforesaid by the nominating committee and from nominations received from the floor at the annual general meeting; and
- (5) If at the annual general meeting there are insufficient names of continuing and new directors to fill all vacant positions on the board, then the members shall either vote to reduce the number of directors or allow the new board working with the new nominating committee formed after the annual general meeting to select additional names for appointment by the board to fill any such vacancies.

5.6 The term of office of directors shall be for TWO (2) years, subject to the hereinafter provisions for first directors of the Society. For the purposes of calculating the duration of a director's term of office, the TWO (2) years shall be deemed to begin at the end of the annual general meeting in which such director was elected. If the director was elected at a general meeting other than an annual general meeting or was appointed by the directors to fill a vacancy, the term of such director shall be determined as follows:

- (1) if such director was so elected or appointed within THREE (3) months after an annual general meeting, his term shall be deemed to have begun at the end of such previous annual general meeting; or
- (2) if such director was so elected or appointed more than THREE (3) months after an annual general meeting, his term shall be deemed to have begun at the end of the annual general meeting next following the date of his election or appointment.

5.7 Directors shall retire from office at the end of the annual general meeting in the year in which their term expires.

5.8 Each director will, automatically upon election by the members or by appointment of the Board, be a member of the Society and shall support the purposes of the Society.

5.9 If a director ceased to hold office as a director for whatever reason prior to the annual general meeting at which time he is due to resign, and if a successor is not elected pursuant to bylaw 5.11, the remaining directors may appoint a member to take the place of such former director for the duration of the former director's term of office. The term of such replacement director shall be determined pursuant to provisions of bylaw 5.6.

5.10 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.



5.11 The members may by a special resolution of the members present at a general meeting remove a director before the expiration of his term of office, and may either elect a successor by ordinary resolution to complete the term of office or may defer to the directors the appointment of a successor.

5.12 A person shall immediately cease to be a director of the Society:

- (1) upon delivering his resignation in writing to the Secretary(s) of the Society or upon delivering it to the address of the Society; or
- (2) upon being removed by a special resolution; or
- (3) upon his death; or
- (4) upon his no longer being a member of the Society.

5.13 No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society provided that such expenses have been approved by resolution of the directors either by way of approval before such expenses were incurred or by ratification after such expenses were incurred, but not otherwise.

5.14 The directors shall have the power to make expenditures for the purpose of furthering the purposes of the Society. The directors shall have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions imposed by a person donating, bequeathing, advancing or lending money to the Society or assumed by the Society expecting such donations, bequests, advances or loans, or in accordance with such terms and conditions that the directors may prescribe.

5.15 The directors shall take such steps as they deem necessary to enable the Society to receive donations, bequests, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society.

5.16 In investing the funds of the Society, the directors shall be limited to secured investments in which trustees are authorized by law to invest. Subject to the provisions of the Society Act, the directors shall not be liable for any loss that may result in connection with any such investments made by the directors in good faith.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

6.1 The meetings of the directors may be held at any time and place to be determined by the directors provided that FOURTEEN (14) days notice of such meeting shall be sent in writing to each director, but no formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing. Notice may be sent by email and shall be effective if a written record of it having been sent is available.

6.2 The directors set the quorum necessary to transact business at FIVE (5) directors.

6.3 The Chair shall be Chair of all meetings of the directors; but if at any meeting the Chair is not present within FIFTEEN (15) minutes after the time appointed for holding the meeting, or the Chair requests that he not chair that meeting, the directors present may choose one of their members in attendance to be chair of that meeting.

6.4 A director may at any time, and the Secretary(s) on the request of any director shall, convene a meeting of the directors.

6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.6 All resolutions proposed at a meeting of directors must be seconded. The Chair of a meeting may move or propose or second a resolution.

6.7 A simple majority of votes cast at a meeting of the directors shall be required to pass a resolution.

6.8 The Chair shall be able to exercise his vote as a director but shall not be entitled to a second or casting vote in the event of an equality of votes. A tie vote resulting on any motion or resolution shall have the effect that such motion or resolution has not passed.

6.9 Voting shall be by a show of hands, unless a secret ballot is specifically requested by any director present at the meeting prior to the voting on any matter in which event a secret ballot shall be conducted, and the Chair shall be responsible for the format, distribution, collection and destruction of ballots. The counting of ballots shall be conducted by TWO (2) directors.

6.10 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed by the votes of a majority of directors at a meeting of directors.

6.11 A director who may be absent temporarily from British Columbia may send or deliver to the address of Society a waiver of notice which may be by letter, telegram, telex, facsimile transmission, cable, or email of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (1) no notice of meeting of directors shall be sent to that director; and
- (2) any and all meetings of the directors of the Society, notice of which as not been given to that director shall, if a quorum of the directors is present, be valid and effective.

6.12 Voting by proxy is not permitted, and directors are not allowed to appoint any alternate to attend or vote in the place of a director whether through a notice of appointment, power of attorney or testamentary document. Only directors actually in personal attendance at a directors meeting shall be entitled to exercise a vote, unless a written resolution pursuant to bylaw 6.11 has been made.

## **PART 7 - COMMITTEES**

7.1 The directors may delegate any, but not all, of their powers to committees as they may think fit. Every committee must have at least one director appointed to sit by the directors, which appointed director may be replaced from time to time by the directors, and an appointed director must be the Chair of any committee.

7.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

7.3 The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in PART 6 - PROCEEDINGS OF DIRECTORS governing the meetings-of Directors.

7.4 There may be an Executive Committee consisting of at least six directors who are holding the offices of the President, Vice-President(s), Past-President, Secretary(s) and Treasurer(s) and such other directors as are elected annually by the directors at the first meeting of directors held after the annual general meeting of each year.

7.5 Subject to the control of the directors the Executive Committee shall have power to transact all business of the Society in the interim between the meetings of the directors. THREE (3) members of the Executive Committee shall constitute a quorum. The Executive Committee shall meet at the call of the Chair or of any TWO {2} members of the Executive Committee.

7.6 The directors may create such standing and special committees as may from time to time be required. Such committees shall limit their activities to the purposes for which they are appointed, and they shall have no power to act unless specifically conferred by resolution of the directors. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed as special committee, the special committee shall automatically be dissolved.

## **PART 8 - DUTIES OF OFFICERS**

8.1 The directors shall elect from among the directors a Chair, who shall also hold the office of President, a Vice-President(s), a Treasurer(s) and a Secretary(s) at the first meeting of the directors held after the annual general meeting in each year, which persons shall hold office for ONE (1) year.

8.2 A director may be removed from any office by a resolution passed in a meeting of the directors, which shall be a resolution passed by a majority of not less than SEVENTY-FIVE (75%) PER CENT of all the directors in attendance, not including the director holding the office that is the subject of the resolution.

8.3 Should, for any reason, any officer not complete his term, the directors shall, by resolution elect a replacement forthwith from among their directors.

8.4 The directors may appoint and remove such other officers of the Society as they deem necessary and determine the responsibilities of all officers.

8.5 The Secretary(s) shall be responsible to make the necessary arrangements for:

- (1) the issuance of notices of meetings of the Society and directors;
- (2) the keeping of minutes of all meetings of the Society and directors;
- (3) the custody of all records and documents of the Society except those required to be kept by the Treasurer(s);
- (4) the custody of the common seal of the Society, if any; and
- (5) the nominating committee;

8.6 The Treasurer(s) shall be responsible to make the necessary arrangements for:

- (1) the keeping of such financial records, including books of account, as are necessary to comply with the Society Act; and
- (2) the rendering of financial statements to the directors, members and others when required;

and shall perform any other responsibilities that may be delegated to him by the directors.

8.7 The offices of Secretary(s) and Treasurer(s) may be held by one person who shall be known as the Secretary(s)\Treasurer(s).

8.8 In the absence of the Secretary(s) or the Administrative Assistant from any meeting, the directors shall appoint another person to act as recording secretary at that meeting.

## **PART 9- SEAL**

9.1 The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in the place of the seal destroyed.

9.2 The common seal shall be affixed only when authorized by a resolution of the directors, and then only in the presence of the persons, being at least two, prescribed in the resolution, or if no persons are prescribed in the presence of any TWO (2) directors. Should there not be a common seal, execution by the Society shall be as authorized by a resolution of the directors provided that such resolution shall require the signatures of either two directors or one officer and one director or two officers, not being the same person.

## **PART 10- BORROWING**

10.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

10.2 No debenture shall be issued without the sanction of a special resolution.

10.3 The members by special resolution may restrict the borrowing powers of the directors, but such a restriction imposed expires at the next annual general meeting.

## **PART 11 – AUDITOR**

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the directors who shall also make appointments to fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be promptly informed in writing of appointment or removal.

11.6 No director and no employee of the Society shall be auditor.

11.7 The auditor may attend general meetings.

## **PART 12- CHIEF EXECUTIVE OFFICER**

12.1 The directors may select and employ a chief executive officer, determine his title and set the terms of his responsibilities and employment.

## **PART 13- NOTICES TO MEMBERS**

13.1 Notice of general meetings shall be given to:

- (1) every person shown on the register of members on the day notice is given;
- (2) the auditor, if Part 11 applies. No other person is entitled to receive a notice of a general meeting.

13.2 A notice may be given to a member either personally or by mail to him at his registered address. Where a member has given an email address as part of his or her registered address, notice may be given to such member by way of email notification only as a record of such notice having been sent is retained, and any consent in writing from such member will be sufficient if received by the Society by return email.

13.3 A notice sent by mail shall be deemed to have been received on the SECOND (2<sup>nd</sup>) day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been received on the day following the time that the email was sent as evidenced by any email records of the Society.

13.4 The books of accounts of the Society and minutes of meetings of directors shall be open, at any reasonable time, to inspection upon the written demand of any member for a purpose reasonably related to his interest as a member. Such inspection may be made in person or by an agent and shall include the right to make extracts. Such written demand shall be made to the Chair or Secretary(s) and shall allow reasonable notice.



## **PART 14- INDEMNIFICATION**

14.1 Subject to the provisions of the Society Act, each officer, director, employee or agent of the Society shall be indemnified by the Society against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an officer, director, employee or agent of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as an officer, director or employee. 'Derelict' shall mean grossly negligent, criminally negligent, or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

14.2 The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees, or agents against personal liability incurred by such person or persons as a director, officer, employee or agent.

## **PART 15- BYLAWS**

15.1 On being admitted to membership, each member is entitled to and the Society shall give him, upon payment of a photocopying charge not exceeding \$1.00, a copy of the constitution and bylaws of the Society.

15.2 These bylaws shall not be altered or added to except by special resolution.