

Article 1 – General

1.1. Purpose

- 1.1.1. These Bylaws relate to the general conduct of the affairs of Ringuette N.B. Ringette Inc., a society incorporated as a not-for-profit under the New Brunswick Companies Act, Chapter C-13 (2020 as amended) and referred to as RNB in these Bylaws.

1.2. Name and Basic Functioning

- 1.2.1. The name of this professional sport organization shall be “Ringuette N.B. Ringette, Inc.”, hereafter referred to as “RNB” and will be referred to as either “RNB” or “Association” in the present document.
- 1.2.2. RNB is governed by a board of elected representatives (Board of Directors, hereafter referred to as the Board).
- 1.2.3. Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and with the objectives of the Association.
- 1.2.4. Where there shall be conflict between the provision of the Constitution or any By-laws of RNB and the Constitution and By-laws of Ringette Canada, the latter shall prevail.
- 1.2.5. Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members for which proper notice has been given.
- 1.2.6. Special Resolution – a resolution passed by no less than three-quarters (3/4) of the votes cast at a meeting of the Board or a meeting of Members for which proper notice has been given.
- 1.2.7. Conduct of Meetings - Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.3. Corporate seal

- 1.3.1. The seal of the Corporation shall be the one whose imprint appears in the margin on the original copies of these Bylaws.
- 1.3.2. The corporate seal shall be in the custody of the office of the Association or its solicitors.

1.4. Head office

- 1.4.1. The Head Office of the Corporation shall be located in the province of New Brunswick in a location as determined by the Board.

1.5. Official Languages

- 1.5.1. The Bylaws shall be in both official languages.
- 1.5.2. The minutes of all meetings and all correspondence of RNB shall be forwarded in the official language desired by the local associations.
- 1.5.3. All meetings including the Annual General and Special Meeting shall be carried out in both official languages, if any of the members present requests it.

1.6. Aims and Objectives

The aims and objectives of RNB shall be as follows:

- a) To administer, implement and carry out all matters affecting the sport of ringette;
- b) To set and control policies affecting the sport. RNB is a subsidiary of Ringette Canada and therefore abides by their Constitution and Bylaws;
- c) To organize, administer and supervise the sport of ringette in New Brunswick in order to give all players, regardless of race, religion, social status or ability, an opportunity to play

- ringette as a wholesome and healthful recreation, under conditions which teach and promote the principles of good amateur sportsmanship;
- d) To stress the development of good sportsmanship and the ideals of amateurism not only to players, but also in volunteers, parents, and spectators by insisting that all members in all areas of RNB conduct themselves in an honorable and exemplary manner;
 - e) To work in concert with Ringette Canada and other associations in or outside this province to improve on all aspects of the game of ringette;
 - f) To establish and maintain a uniform set of regulations and playing rules for the sport of ringette in New Brunswick;
 - g) To stimulate public awareness and involvement in the sport of ringette;
 - h) To provide for fair and safe play by ensuring the enforcement of the rules of the game as adopted by this professional sport organization;
 - i) For the purpose of attaining the above mentioned aims and objectives, to operate with an adequate organizational structure to allow for an acceptable level of ability difference in house league and competitive levels. Whatever the level of play, the emphasis for younger children shall be on individual skills and avoidance of the high pressure of competition.

Article 2 – Membership

- 2.1. Membership is open to all local ringette associations in New Brunswick who are actively supporting the aims of RNB.
- 2.2. Membership will be granted upon payment of the prescribed registration fees, which is established by the Board.
- 2.3. Local associations cannot combine boundaries without RNB's approval.
- 2.4. Upon a Special Resolution vote of the voting members of the Board of Directors, any member may be expelled from membership for any cause which RNB may deem reasonable.
- 2.5. Categories of Membership:
 - a) Director: All Directors will become members upon their election to the Board, and will cease to be members when they cease to be Directors. Directors will not pay membership dues.
 - b) Association Member: Any formally constituted Local Ringette Association (and its delegates) within the Province of New Brunswick that registers players for the purpose of participating in ringette, who has agreed to abide by RNB's by-laws, policies, procedures and rules and regulations, has paid the dues established by the board
 - c) Athlete Member: each player registering with an Association Member or any athlete who registers directly with Ringette New Brunswick that has paid their dues, obtains this membership
- 2.6. As stated in Article 3.6.3, Powers of the Board, The Board is responsible to make policies and procedures relating to the discipline of Members and participants in the Association's programs and will have the authority to discipline Members and participants in accordance with such policies and procedures.

Article 3 – Governance

3.1. Composition of the Board of Directors, Elections, Vacancies, Removal from Office

- 3.1.1. The Board includes the President, Vice-President, Vice-President - Finance, and Directors at Large (4 positions).
- 3.1.2. The Executive Director shall be the only Ex-officio member of the Board of Directors and shall have no voting rights.
- 3.1.3. The day to day business is the responsibility of the Executive Director. The Executive Director shall report to the Board.
- 3.1.4. Board Members shall be elected at the Annual General Meeting of RNB.
- 3.1.5. A Nominations Committee will be responsible to provide a list of candidates. The Committee will consist of at least a Chair and two additional Directors and/or individuals. The Committee members will be appointed by the Board. The Committee will: chair the elections at the Annual General Meeting, prepare a list of nominees, call for additional nominations from the floor, ensure nominees not present at the AGM submit in writing consent accepting the nomination, allow the nominees to provide a brief profile of themselves (in person or in writing if unable to attend the AGM), oversee voting should there be more than one person be nominated for a position (secret ballot).
- 3.1.6. The President and two Directors at large positions shall be elected on odd years, the Vice President, Vice President - Finance and two Directors at large shall be elected on even years.
- 3.1.7. The Board shall have the authority to fill any vacancy of a Board member for the remainder of the Board member's term. Any such appointment shall be until the next Annual General Meeting of RNB.
- 3.1.8. The term of the elected and appointed member of the Board shall be for two years. A member may be re-elected for a second two-year mandate only, after which she/he shall take a leave for at least one year.
- 3.1.9. Resignation – A member of the Board may resign from the Board at any time by presenting a written notice of resignation to the Board. This resignation will become effective on the date the Board accepts the request. Where a member of the Board who is subject to a disciplinary investigation or action of the Association resigns, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.1.10. Vacate Office - The office of any member of the Board will be vacated automatically if the member:
 - a) without reasonable explanation as determined by the Board, fails to attend two (2) consecutive meetings of the Board;
 - b) is found by a court to be of unsound mind;
 - c) becomes an employee or contractor of the Association or an employee or contractor of a Member of the Association; or
 - d) upon the member's death.
- 3.1.11. Removal – A member of the Board may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the member has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

3.2. Officers

- 3.2.1. The officers of the Board are the President, Vice-President, Vice-President Finance and Executive Director
 - 3.2.1.1. The President will be responsible for the general supervision of the affairs of the Association, will chair meetings of Members and meetings of the Board, and will perform such other duties as may from time to time be established by the Board.
 - 3.2.1.2. The Vice-President will support and assist the President in all duties, will chair meetings of Members and meetings of the Board in the absence or inability of the

President, and will perform such other duties as may from time to time be established by the Board.

- 3.2.1.3. The Vice-President Finance will cause to be kept proper accounting records as required by the Act, will cause to be deposited all monies received by the Association into the Association's bank accounts, as directed by the Board will supervise the management and disbursement of funds of the Association, when requested will provide the Board with an account of the financial transactions and the financial position of the Association, will present the financial statements to the Members at the Annual General Meeting in keeping with the Act, and will perform such other duties as may from time to be established by the Board.
- 3.2.1.4. The Executive Director will attend all meetings of the Members and the Board, will keep proper minutes of the meetings of Members and the Board, will issue written notices of all meetings of the Members and of the Board, will ensure that all official documents and records of the Association are properly kept, will be the custodian of the corporate seal of the Association, will support the Board in carrying out its duties, and will have overall management responsibility for all programs and activities of the Association.

3.3. Meetings of the Board

- 3.3.1. The Board of Directors shall meet face-to-face or by way of teleconference to discuss issues in at least four meetings per year.
- 3.3.2. Ordinary Resolution - Unless specified otherwise, issues before the Board will be decided by Ordinary Resolution, where the Chair of the meeting does not vote. In the event of a tie, the Chair will cast a deciding vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot.
- 3.3.3. Quorum – At any meeting of the Board of Directors, quorum shall be 50% plus one (1) of the Directors holding office
- 3.3.4. Call of Meeting – The meetings of the Board will be at the call of the President or any three (3) Directors.
- 3.3.5. Notice - Written notice of Board meetings, served other than by mail, will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the date of the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 3.3.6. An agenda of all meetings will be sent to each Board member with notice of the meeting.
- 3.3.7. The Board keeps minutes of every meeting. Minutes shall be distributed to each member of the Board.

3.4. Duties of the Board Members

- 3.4.1. Members are required to:
 - 3.4.1.1. Attend the meetings of the Board, any committee to which they may be appointed, meetings of the Association, any special meeting, otherwise they can be removed as stated at 3.1.10 a).
 - 3.4.1.2. Promote a positive image of the RNB and objectively represent the decisions made by the Board.
 - 3.4.1.3. Execute the responsibilities and authorities of their position.
 - 3.4.1.4. Have an understanding of and agree to abide by the content and the intent of the Constitution and Bylaws of the RNB.

3.5. Duties of the Board

- 3.5.1. It shall fulfill the duties and responsibilities given it at the Annual General Meeting. It shall be responsible for establishing and regulating committees.
- 3.5.2. The Board shall exercise financial control over the affairs of RNB and prescribe such fees and make such assessments and levies on the members as it may deem necessary from

time to time. The levy of fees and assessments by the Board of Directors shall be ratified at the Annual General Meeting.

- 3.5.3. The Board may delegate to any officer, committee or other person any or all powers, duties and authority of the Board that may be lawfully delegated.
- 3.5.4. The Board may adopt resolutions by way of telecommunication either by telephone, voice mail or email, where issues have been raised in the previous Board meeting and that the issue be ratified in the subsequent meeting. Copy of the vote in the manner transmitted has to be kept for the record.

3.6. Powers of the Board

- 3.6.1. Powers of the Association – Except as otherwise provided in these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 3.6.2. Managing the Affairs of the Association – The Board will make and amend policies, rules and operating procedures for managing the affairs of the Association in accordance with these Bylaws; will ensure members adhere to these policies, rules and operating procedures, and will ensure directions from General Meetings are carried out.
- 3.6.3. Discipline – The Board is responsible to make policies and procedures relating to the discipline of Members and participants in the Association’s programs and will have the authority to discipline Members and participants in accordance with such policies and procedures.
- 3.6.4. Dispute Resolution – The Board may make policies and procedures relating to the management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
- 3.6.5. Employment of Individuals – The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Association. Employees will not have voting rights of the Association.
- 3.6.6. Decisions of Members – The Board will comply with all resolutions of the Members made at the General and Special meetings.
- 3.6.7. Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

3.7. Committees

- 3.7.1. Standing Committees – The Board will have the following standing committees composed of Directors and individuals as follows:
 - 3.7.1.1. Appeals/Complaints Committee – Will consist of at least a Chair and two additional Directors and/or individuals. The Committee members will be appointed by the Board.
 - 3.7.1.2. High Performance Committee – Will consist of a Director-at-Large as chair, High Performance Coordinator and three (3) additional Directors and/or individuals. The High Performance Coordinator is a non-voting member. The Committee members will be appointed by the Board.
 - 3.7.1.3. Community Ringette Program Delivery Committee – Will consist of a Director-at-Large as chair, Technical Director and up to four (4) additional Directors and/or individuals. The Technical Director is a non-voting member. The Committee members will be appointed by the Board.
- 3.7.2. Appointment of Committees – In addition to the prescribed Standing Committees of the Organization, where conditions warrant, the Board of Directors may establish ad hoc committees comprised of either Directors from the Board of Directors or individuals not members of the Board of Directors, or a combination thereof, to deal with specific areas of concern to the Board, and may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions.

- 3.7.3. Size – The size of any committee will not exceed seven (7) committee members including the chair of the committee and will be no less than three (3) committee members including the chair of the committee.
- 3.7.4. Terms of Reference – The Board may establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties, or functions to any committee.
- 3.7.5. Vacancy – When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 3.7.6. Ex-Officio – The Executive Director or designate will be an ex-officio nonvoting member of all Committees of the Corporation.
- 3.7.7. Removal – All members of Standing and Ad Hoc Committees of the Board of Directors shall be subject to removal from their duties as committee members by a vote of the majority of the Board of Directors.
- 3.7.8. Debts – No Committee will have the authority to incur debts in the name of the Corporation.
- 3.7.9. Remuneration – Members of Standing and Ad Hoc Committees of the Board of Directors shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Association, and in attending meetings of the Association.

Article 4 – Meetings of Members

- 4.1. Meetings of Members include an Annual General Meeting and Special General Meetings.
- 4.2. An Annual General Meeting, open to the entire membership, shall be held on or before the 30th day of June each and every year at such time and place as determined by the Board.
- 4.3. Written notice of Annual General Meetings of Members will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.
- 4.4. Meetings of Members will be open to the public except where the Members determine a closed meeting is required. Such determination may be made by Ordinary Resolution immediately following the approval of the agenda.
- 4.5. Ordinary Resolution - Unless specified otherwise in the Act or these Bylaws, questions at meetings of Members will be decided by majority vote, where a tie vote will fail. An abstention from voting will not be counted as a vote. Voting will be by a show of hands unless a majority of Members approve a secret ballot.
- 4.6. Two-thirds (2/3) of the voting Members will constitute a quorum for meetings of Members.
- 4.7. The member must be present to cast their vote; in no case will there be a vote by proxy.
- 4.8. Business – The Association will conduct the following business at its Annual General Meeting:
 - 4.8.1. Present financial statements of the Association;
 - 4.8.2. Appoint an auditor for the ensuing year;
 - 4.8.3. Elect New Directors;
 - 4.8.4. Present reports of the Officers and of any Committee;
 - 4.8.5. Bylaw changes;
 - 4.8.6. Conduct any other items of business, which properly come before the Meeting.
- 4.9. New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date. Any motion receivable to add items to the agenda on the day of a meeting are resolutions to Council for consideration.
- 4.10. A Special General Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of one-third (1/3) of voting Members setting forth the reasons for calling this meeting. These meetings shall be convened by notice delivered by regular mail or by email at least fourteen (14) days previous to the meeting.
- 4.11. The agenda of Special General Meetings will only deal with the issue that forced the meeting. Keeping cost and the issue at hand in mind, Special Meetings may be conducted in person or by alternative means such as conference call, video conferencing or other technologies which permit all attendees to participate.
- 4.12. Adjournment – The Annual General Meeting or a Special General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as if it was a new meeting.

Article 5 – Voting

- 5.1. Voting Rights of Members at Annual General and Special General meetings shall be as described below:
 - 5.1.1. Each Association Member shall be entitled to have one (1) member attend with voting rights by way of delegate.
 - 5.1.1.1. Association Members shall designate their voting Delegate upon registering at Annual and/or special meetings. Delegates will be at least eighteen years of age and an individual in good-standing of the applicable Member. The President/Chair of the Member will be deemed the Delegate unless the Association is informed otherwise prior to the Meeting.
 - 5.1.2. Officers and Directors of the Board (Except for the Executive Director) shall be entitled to one vote. Members of the Board can only vote in that capacity;
 - 5.1.3. Athlete Members will not have a vote at any general or special meeting.;
 - 5.1.4. Voting for the election of the Board of Directors shall be by secret ballot;
 - 5.1.5. In no case shall there be a vote by proxy or absentee voting; and
 - 5.1.6. All outstanding invoices (30 days from the date of issue) will be paid prior to the Members Meeting (special or annual) or voting privileges will be revoked.
- 5.2. Prior to any meeting, the Executive Director shall present a report with an accounting of outstanding invoices or membership dues.
- 5.3. All outstanding invoices (30 days from date of issue), penalties and membership dues must be paid prior to the annual general meeting or voting privileges will be revoked.
- 5.4. Voting privileges may be reinstated at the discretion of the Board when appropriate.

Article 6 – Finance and Management

6.1. Fiscal Year

6.1.1. The fiscal year of the Corporation will be May 1st to April 30th, or such period as the Board may from time to time determine.

6.2. Bank

6.2.1. The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

6.3. Signing Authority

6.3.1. All written agreements and financial transactions entered in the name of the Corporation will be signed by any two of the President, Director of Finance or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

6.4. Annual Budget

6.4.1. The VP-Finance and the Executive Director will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the last Board meeting of the fiscal year.

6.5. Auditors

6.5.1. At each Annual General Meeting the Members will appoint an auditor (Certified Accountant) to make a report to the members on the financial statements of the Corporation and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Corporation in accordance with generally accepted accounting principles. The auditor will maintain this appointment until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.

6.6. Books and Records

6.6.1. The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

6.7. Execution of Agreements

6.7.1. All written agreements entered into in the name of the Association will be signed by the President and one other Officer.

6.8. Property

6.8.1. The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.9. Borrowing

6.9.1. The Corporation may borrow funds upon such terms and conditions as the Board may determine.

Article 7 – Protection and Indemnification

7.1. Protection of Members of Board and Sub-Committees

7.1.1. No member of the Board or any sub-committee of RNB shall be liable for the acts, receipts, neglects or defaults of any member, or for the joining in any receipts or other act of conformity, or for any loss or expense happening to RNB through the insufficiency or deficiency of title to any property acquired by order of the executive committee or any sub-committee for or on behalf of RNB, or for the insufficiency or deficiency of any security in or upon which any of the monies of RNB shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of RNB shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

7.2. Indemnity of Members of Board or Sub-Committees

7.2.1. Every member of the Board or sub-committee of RNB and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time, and at all times, be indemnified and saved harmless by funds of RNB, from and against:

- 7.2.1.1. All costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which 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. in or about the execution of the duties of his office;
- 7.2.1.2. All other costs, charges and expenses which 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 own willful neglect or default.

Article 8 – Notice

- 8.1. Written Notice – In these Bylaws, written notice will mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Association, Director, or Member, as the case may be.
- 8.2. 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 8.3. Error in Notice – The accidental omission to give notice of a meeting of the Directors, Members, or Committee members, the failure of any Director, Member or Committee member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.
- 8.4. Waiver of Notice – Meetings of the Association may be held at any time without notice if each voting Member either consents in writing to the holding of the Meeting or is present. Voting Members may also, in writing, waive notice of any meetings.

ARTICLE 9 – Amendment of Bylaws

- 9.1. Special Resolution – The Bylaws of the Association may only be amended, revised, repealed, or added to by a Special Resolution at a meeting of Members, for which proper notice has been given.
- 9.2. Notice of Amendment – The thirty (30) days notice of the meeting of Members must include details of the proposed resolution to change the Bylaws.
- 9.3. Registration – The amended Bylaws will take effect after acceptance by the Membership.

Amendment

These bylaws may be amended by a motion passed by a majority of the members of the association at an annual or special general meeting of which one month's written notice specifying the amendments has been duly given.

APPROVED, RATIFIED AND CONFIRMED by the unanimous vote of the Special General Meeting of the Members of RNB on August 30, 2020.



Marc Gautreau

President



Britany Gordon

Witness