



## Sherwood Park Ringette Association Bylaws

### ARTICLE 1 – GENERAL

- 1.1 **Purpose** – These Bylaws relate to the general conduct of the affairs of Sherwood Park Ringette Association, a society incorporated under the *Societies Act*.
- 1.2 **Definitions** – The following terms have these meanings in these Bylaws:
- a) *Act* – the *Societies Act* of Alberta as amended from time to time.
  - b) *Association* – Sherwood Park Ringette Association.
  - c) *Auditor* – an individual, partnership, corporation or firm appointed by the Members at the Annual General Meeting to audit or review the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor will not be a member of the SPRA board.
  - d) *Board* – the Board of Directors of the Association.
  - e) *Days* – will mean total days, including weekends and holidays.
  - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws
  - g) *In Writing* – shall include both hard copy and/or electronic communication in a form determined appropriate by the Board.
  - h) *Member* – as defined in Article 2 herein.
  - i) *Officer* – an individual elected or appointed to serve on the Board as an Officer of the Society pursuant to these Bylaws.
  - j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
  - k) *Special Resolution* –
    - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
    - ii. A resolution proposed and passed as a Special Resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
    - iii. A resolution consented to in writing by all Members who would have been entitled to vote at a meeting of the Members on that resolution.
  - l) *Registered Address* – the most recent address of record for a Member, Director or the Association, as the case may be.
  - m) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the Alberta *Business Corporations Act*.
  - n) *Society* – the Sherwood Park Ringette Association.



- 1.3 **Registered Address** – The registered address of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in address in accordance with the Act.
- 1.4 **Seal of the Society** – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Secretary.
- 1.5 **No Gain for Members** – The Association will be carried on without the purpose of gain for its Members and any profits or other acquisitions related to the Association will be used in promoting its objects.
- 1.6 **Interpretation** – In these Bylaws, words stating the singular will include the plural and vice-versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.7 **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 objects of the Association.

## **ARTICLE 2 – MEMBERSHIP**

- 2.1 **Categories** – the Society has the following categories of Member:
  - a) Director – A person elected or appointed to the Board of Directors
  - b) Player Member– Those ringette players who have paid the prescribed annual registration fees and who continue to play ringette within the Society and who have not been excluded from membership.
  - c) Parent/Guardian – Any Parent or Guardian of a registered Player Member.
  - d) Team Staff Person – Coaches, managers or any other team staff member listed on the Ringette Alberta Team Registration Form (TRF) for the Society for the current ringette season.
  - e) Community Member – Any adult member of the public who applies for membership shall be entitled to membership subject to Board approval through a vote.

### **Admission and Renewal of Members**

- 2.2 **Admission of Members** – Any candidate will be admitted as a Member or renewed as a Member if:
  - a) The candidate Member makes an application for membership in a manner prescribed by the Society.
  - b) The candidate Member was previously a Member in good standing at the time of ceasing to be a member;
  - c) The candidate Member has paid fees as prescribed by the Board, including but not



limited to team fees, other required fees from the Society, Black Gold League, Ringette Alberta, Ringette Canada or others;

- d) The candidate Member meets any other condition of membership determined by the Board;
- e) The candidate Member has met the applicable definition listed in Section 2.1; and
- f) The candidate Member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

**2.3 Admission of Members** – Notwithstanding Section 2.2., Membership is not automatic upon receipt of registration and payment of fees. Membership within the Society is a privilege and not a right. As such, the Society has the right to refuse membership at its own unfettered discretion by way of Ordinary Resolution of the Board. The Board of Directors may consider that the participation of an applicant would be a detriment to the membership or the operations of the Society in any manner, and at any level.

**2.4 Registration** – Each category of Member must register with the Society and agree to abide by the Society's Bylaws, Guidelines and Procedures, policies, rules and regulations. All parent(s) and guardian(s) also agreed to abide by the Society's Bylaws, Guidelines and Procedures, policies, rules and regulations on behalf of their Player if under the age of eighteen (18) years.

### **Dues and Duration**

**2.5 Year** – Unless otherwise determined by the Board, the Membership year of the Association is the same as the Fiscal year of the Association, July 1 to June 30.

**2.6 Fees** – Fees for all categories of Members will be as determined annually by the Board.

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

**2.8 Deadline** – Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid within sixty (60) days of the notice of default, the Member in default will automatically cease to be a Member of the Society in accordance with the Society's policies and procedures relating to the payment of fees owing. In exceptional circumstances the Board may implement a payment plan for a member in arrears.

### **Transfer, Suspension, Termination of Membership**

**2.9 Transfer** – Membership in the Society is non-transferable.



- 2.10 Suspension** – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such a meeting, with such notice stating the reasons why the suspension is being considered.
- 2.11 Effects of Suspension** – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Association, and may be subject to a probationary period before being reinstated to good standing.
- 2.12 Termination** – Membership in the Society will terminate immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
  - b) The Member fails to maintain any of the qualifications of conditions of membership described in section 2.1 or Section 2.2 of these Bylaws;
  - c) Resignation by the Member by giving written notice to the Society;
  - d) Dissolution of the Society;
  - e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these Bylaws or the Society’s guidelines, procedures and policies;
  - f) The Member’s death; or
  - g) In addition to Section 2.14 by Special Resolution of the Board at a duly called meeting, provided fifteen (15) days’ notice is given, and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.13 Arrears** – A Member may be suspended from the Association for failing to pay Membership fees or participant registration fees by the prescribed deadline date. Should dues or fees remain unpaid for an additional ninety (90) days from the prescribed deadline date, the Member may be expelled from the Association. Suspension, expulsion or resignation does not affect the right of the Association to pursue payment of monies owed.
- 2.14 Discipline** – In addition to Section 2.12, a Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members, or, upon fifteen (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 Bylaws. 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 five (5) days before the end of the fifteen (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.

- 2.15 Records** – the Society will maintain records on all Members relating to complaints, appeals, conduct and discipline in accordance with its policies and procedures.

### **Good Standing**

- 2.16 Definition** – A Member of the Society will be in good standing provided that the Member:
- a) Owes no outstanding Membership fees, participant fees or other debts to the Society;
  - b) Has not ceased to be a Member;
  - c) Has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
  - d) Has completed and remitted all documents, fees and payments as required by the Society;
  - e) Has complied with the Bylaws, Guidelines and Procedures, policies, rules and operating procedures of the Society;
  - f) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board ; and
  - g) Has paid all required membership fees and other fees as described in Section 2.2.
- 2.17 Privileges of Good Standing** – Subject to these Bylaws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at the Annual General meeting of the Society;
  - b) To participate in Society activities; and
  - c) To participate in other events associated with the Society.
- 2.18 Cease to be in Good Standing** – Members who cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## **ARTICLE 3 – MEETINGS OF MEMBERS**

- 3.1 Annual General Meeting**– the Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
- 3.2 Special meeting** – A Special Meeting of the Members may be called an any time by Ordinary resolution of the Board or upon the written requisition of twenty-five (25) or



more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

- 3.3 **Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 **Notice** – Written or electronic notice of the date of the Annual General Meeting and Special Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor(s) at least twenty-one (21) days prior to the date of the meeting. Notice will include reasonable information to permit Members to make informed decisions and the text of any resolutions or amendments to be decided.
- 3.5 **Waiver of Notice** – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 **Error or Omission in Giving Notice** – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 **New Business** – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.
- 3.8 **Quorum** – Twenty (20) voting Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present, along with at least 50% of the Director Members, will constitute a quorum at an Annual General Meeting or Special Meeting of the members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.



- 3.9 **Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.10 **Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.11 **Attendance** – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 3.12 **Chair** – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board.

### **Voting at Meetings of Members**

- 3.13 **Voting Rights** – Members have the following voting rights at all meetings of the Members:
- a) Director – Entitled to attend and speak at meetings of Members, and one vote
  - b) Player – A player who is 18 years old or older is entitled to attend and speak at meetings of Members and may exercise one vote at all meetings of the Members. Players who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian to a maximum of one vote per family. For clarity, a parent or guardian with three children registered with the Society who are younger than 18 years old may exercise only one vote. Also, two parents of the same child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote
  - c) Team Staff Person – Entitled to attend and speak at meetings of Members, and one vote
  - d) Community Member – Entitled to attend and speak at meetings of Members but not entitled to vote
- 3.14 **Multiple Categories** – An individual who belongs to more than one category of





membership may only exercise one vote.

- 3.15 **Paid Members** – An individual who receives any amount of remuneration from the Society is ineligible to vote.
- 3.16 **Voting Powers** – Each voting Member votes on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, Director Members vote during elections (which includes a sitting Director Member voting on the issue of their re-election, if applicable).
- 3.17 **Record Date for Voting** – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 3.18 **Proxy Voting** – There will be no voting by proxy.
- 3.19 **Absentee Voting** – There will be no absentee voting.
- 3.20 **Determination of Votes** – Votes will be determined by a show of hands, orally, or paper or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.21 **Majority of Votes** – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

#### **ARTICLE 4 – GOVERNANCE**

- 4.1 **Directors** – The Board will consist of sixteen (16) Directors.
- 4.2 **Composition of the Board** – The voting members of the Board will consist of the following:
- a) President (votes in the event of a tie or to make quorum)
  - b) Vice President
  - c) Registrar for the SPRA





- d) Secretary
- e) Treasurer
- f) Director of Player Development
- g) Director of Coach Development
- h) Evaluations Director
- i) Director of Officials
- j) Division Directors (U10, U12, U14, U16, U19, AA)
- k) BGL Representative

**4.3 Composition of the Board** – if a position on the Board remains vacant for any reason and there is a quorum of Directors holding office, decisions of the Board will be deemed to be legal and binding.

### **Eligibility of Directors**

- 4.4 Eligibility** – To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Have the power under law to contract;
  - c) Have not been declared incapable by a court in Canada or in another country;
  - d) Not have a positive Criminal record check or vulnerable sector check;
  - e) Have not been not been subject to aprior disciplinary matter(s) which resulted in sanctions and a finding of contravention of Ringette Alberta and/or SPRA bylaws, policy and procedures or codes (may be subject to review by the Officers);
  - f) Demonstrating an understanding and commitment to True Sport and Safe Sport principles as defined by Ringette Alberta.

### **Election of Directors**

- 4.5 Nominations Committee** – the Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 4.6 Nomination** – Any nomination of an individual for election as a Director will include the consent of the nominee and be submitted no later than seven (7) days prior to the election. Incumbent Directors are not subject to nomination but must notify the Nominations Committee of their interest in re-election no later than seven (7) days prior to the election. These timelines may be extended by Ordinary Resolution of the Board. Valid nominations will be posted on the Society's website communicated to Society membership no later than five (5) days prior to elections.
- 4.7 Nominations from the Floor** – Nominations will not be accepted from the floor.
- 4.8 Election** – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.



- 4.9 **Election** – The following Directors will be elected in staggered terms at the Annual General Meeting as follows for a two (2) year term:
- a) Odd Year Election: The President and Treasurer
  - b) Even Year Election: The Vice President, Registrar of the SPRA and Secretary
- 4.10 **Election** – The Director of Player Development, Director of Coach Development, Evaluations Director, and Director of Officials will be elected every second Annual General Meeting for a two (2) year term.
- 4.11 **Election** – Directors not referenced in 4.9 and 4.10 will be elected at each Annual General Meeting as follows for a one (1) year term.
- 4.12 **Elections** – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) One Valid Nomination – Winner elected by Ordinary Resolution.
  - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.
  - c) Nominees may be elected by acclamation.
- 4.13 **Director Consent** – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment and must submit a criminal record check valid within two years and submitted within thirty (30) days. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

### **Resignation and Removal of Directors**

- 4.14 **Resignation** – A Director may resign from the Board at any time by providing written notice of such resignation. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.15 **Vacate Office** – The office of any Director will be vacated automatically if:
- a) The Director resigns;
  - b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;



- c) The Director becomes an employee or contractor of the Society;
- d) The Director is found to be incapable of managing property by a court or under Alberta law;
- e) The Director is found by a court to be of unsound mind; or
- f) The Director dies.

**4.16 Removal** – An elected Director may be removed by Special Resolution of the Members at an Annual General Meeting or Special Meeting, or by Special Resolution of the Board at a meeting of the Board, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

**4.17 Vacancy** – Where the position of a Director becomes vacant for whatever reason, or if a Director position is not elected at a meeting of the Members, and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

### **Meetings of the Board**

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

**4.19 Chair** – The President will be the Chair of all meetings of the Board unless an alternate chair is designated by the President (default is Vice-President) or as determined by the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

**4.20 Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

**4.21 Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

**4.22 Number of Meetings** – The Board will hold at least six (6) meetings per year, inclusive of the Annual General Meeting.

**4.23 Quorum** – At any meeting of the Board, quorum will be a majority of Directors holding



office.

- 4.24 **Voting** – Each Director is entitled to one vote. The President votes in the event of a tie or to make quorum. Voting will be by a show of hands, written, or orally unless one (1) Director present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the motion is defeated.
- 4.25 **No Alternate Directors** – No person shall act for an absent Director at a meeting of directors.
- 4.26 **Written Resolutions** – A resolution in writing signed by all the Directors, or voted on via electronic means is as valid as if it had been passed at a meeting of the Board.
- 4.27 **Attendance at Meetings** – Meetings of the Board are open to Members. Members may request attendance at a Board meeting up to five days in advance of the Board Meeting and such attendance will not be unreasonably denied, aside from In-Camera sessions.
- 4.28 **Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other technology. Directors who participate in a meeting by telecommunications or other technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting

### **Duties of Directors**

- 4.29 **Standard of Care** – Every Director will:
  - a) Act honestly and in good faith with a view to the best interests of the Society; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Powers of the Board**

- 4.30 **Powers of the Society** – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions to staff or to any Committee, staff or Director.
- 4.31 **Empowered** – The Board is empowered, including but not limited to:
  - a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
  - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;



- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership fees, and determine other registration requirements;
- f) Maintain and protect the Society's assets and property;
- g) Approve an annual budget for the Society;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- i) Approve all contracts for the Society;
- j) Maintain all accounts and financial records of the Society; Appoint legal counsel as necessary;
- k) Invest any extra monies;
- l) Finance the operations of the Society, including borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws;
- m) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- n) Sell, dispose of or mortgage any or all of the property of the Society; and
- o) Perform any other duties from time to time as may be in the best interests of the Society.

## **ARTICLE 5 – OFFICERS**

**5.1 Composition** – The Officers will be comprised of the following Director positions:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

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

**5.3 Officers** – Have the following duties, which may be modified by the Board from time to time:

- a) **President** – The President will preside at all meetings of the Society and of the Directors and shall be entrusted to carry out all orders and resolutions of the Board; shall attend or appoint another person to attend all general meetings and Board meetings of the Society, prepare written reports as required; represent the Society in dealings with Ringette Alberta; act as a representative for the Society with all other Zones within Alberta; coordinate the operation and conduct of the Society; be a co-signer for the Society's finances; act in good faith with the focus of all actions or decisions to benefit the Society; and perform other duties as required by the Board.
- b) **Vice President** – The Vice President will in the absence of the President, perform the duties and exercise the powers of the President; act as interim President should the President resign or be removed until the meeting is called; be a co-signer for the Society's finances; be responsible for all discipline procedures for the ringette program



and sit as the chair of the discipline committee when hearings are necessary; be responsible for enforcing discipline procedures and notifying a Ringette Alberta representative of all match penalties, suspensions and further actions taken; be a voting member on all committees or sub-committees; review and recommend operating rule and bylaw changes; act in good faith with the focus of all actions or decisions to benefit the Society; will be a voting member on all committees and sub-committees (or their delegate as appointed by the Vice President) and perform other duties as required by the President or the Board.

- c) **Secretary** – The Secretary will keep minutes of all meetings and Annual General meetings and submit copies to the Directors and to such other persons as the Board shall direct; ensure all motions or resolutions are recorded correctly and represent the exact direction of the Board; ensure proper notice is provided to all required attendees of any meetings of the Members; prepare an agenda in advance of any meeting and provide it to all attendees within 48 hours of the meeting commencement; maintain all minute books and records of the Society; provide communications to the membership or other groups as directed by the President or the Board; act in good faith with the focus of all actions or decisions to benefit the Society; and perform other duties as are delegated by the President or the Board.
- d) **Treasurer** – The Treasurer will collect and deposit money in a proper bank account(s); pay all accounts and legitimate bills of the Society on time with no lapse past a defined deadlines; alert the Board of Directors in the event of any financial issue or matter that threatens the viability of Society; maintain the financial records of the Society in accordance with the Bylaws; prepare budgets yearly, or as requested by President; be prepared to offer a projected budget at the Annual General Meeting; prepare and present a financial report on the financial status at all meetings, or at the request of the President; make the books and financial records available for inspection at the Annual General Meeting or at the request of the President for any member to review; make the books and financial records available for inspection of the Audit Committee at their request; co-sign all cheques drawn on the account of the Society; report to all meetings; act in good faith with the focus of all actions or decisions to benefit the Society; and perform such duties as are delegated by the President or the Board.

## ARTICLE 6 – COMMITTEES

- 6.1 **Appointment of Committees** – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- 6.2 **Executive Committee** – The Board will establish an Executive Committee that will be composed of the Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Society's policies and procedures during intervals between meetings of the Board.



Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

- 6.3 **Composition** – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.
- 6.4 **President Ex-officio** – With the exception of the Executive Committee, on which the President is a voting member, the President, or any other Officer appointed by the Board, will be an ex-officio non-voting member of all Committees of the Society.
- 6.5 **Debts** – No Committee will have the authority to incur debts in the name of the Society.

## **ARTICLE 7 – FINANCE AND MANAGEMENT**

- 7.1 **Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Society will be July 1 to June 30.
- 7.2 **Bank** – The banking business of the Society will be conducted at such financial institution as the Board may determine.
- 7.3 **Annual Financial Statements** – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
  - a) The financial statements;
  - b) The auditor's report (if any); and
  - c) Further relevant information respecting the financial position of the Society at the discretion of the officers.
- 7.4 **Books and Records** – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept by the Officers. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.
- 7.5 **Financial Statements** – The Board shall place before the Members at every Annual General Meeting the audited financial statements for the most recently completed fiscal year.
- 7.5 **Financial Transactions** – The Board may conduct financial business via cheque or electronic funds transfers.





#### 7.6 Signing Authority

- a) Cheques– The designated members of the Board sign all cheques drawn on the monies of the Society.
- b) Two (2) signatures of the Officers are required on all cheques.
- c) Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

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

#### 7.8 Borrowing – The Board may from time to time:

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

#### 7.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

### Remuneration

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

### Conflict of Interest



- 7.11 **Conflict of Interest** – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, will otherwise comply with the requirements of the Act regarding conflict of interest and will adhere to any additional requirements as set out in the Society's policies for dealing with conflict of interest.

## **ARTICLE 8 – AMENDMENT OF BYLAWS**

- 8.1 **Voting** – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.
- 8.2 **Effective Date** – By-laws amendments are effective from the date they are registered with the Registrar.

## **ARTICLE 9 – NOTICE**

- 9.1 **Written Notice** – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, email or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 9.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.
- 9.4 **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 10 – DISSOLUTION**

- 10.1 **Dissolution** – The Society may be dissolved in accordance with the Act.
- 10.2 **Distribution of Property** – Upon dissolution, the Society will distribute its funds and assets, after paying all debts and obligations to a registered society as determined by the Voting Members via Special Resolution.



## ARTICLE 11 – INDEMNIFICATION

- 11.1 **Will Indemnify** – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.
- 11.2 **Will Not Indemnify** – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
  - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11.3 **Insurance** – The Society will, at all times, maintain in force Directors and Officers liability insurance.
- 11.4 **Responsibility** – The Society will not be held responsible for the operation or financial commitment of any Member, committee, individual, organizing body, ringette competition or ringette– related activity for which the Association has not explicitly assumed such responsibility in writing.

## ARTICLE 12 – ADOPTION OF THESE BYLAWS

- 12.1 **Ratification** – These By–laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on April 23, 2025.
- 12.2 **Repeal of Prior By–laws** – In ratifying these By–laws, the Members of the Society repeal all prior By–laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By– laws.
- 12.3 **Enactment** – These Bylaws are hereby enacted and will come into force upon their acceptance by the Registrar.