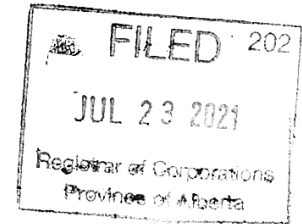


BYLAWS APPROVED BY SPECIAL RESOLUTION – JUNE 2021



**SOUTH CALGARY
RINGETTE ASSOCIATION**

BYLAWS



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Revision History

ACTION	DESCRIPTION	MANNER	DATE
Creation	Approved by Board and Membership	Special Resolution Meeting	July 19, 2005
Amended	Approved by Board and Membership	AGM	June 24, 2021

Article 1 Preamble

1.1 The Society

The name of the Society is the South Calgary Ringette Association, which may also be known or referred to as "SCRA" or the "Society". The Society is registered with a number of 5011880274 under the Societies Act.

The objects of the Society are detailed in the Article of Incorporation.

1.2 The By-Laws

1.2.1 The following Articles set forth By-laws of the South Calgary Ringette Association.

1.2.2 No amendment of or addition to these By-laws shall be made except by a special resolution of the members of the Society at a meeting of the members of the Society called for that purpose.

1.2.3 In cases where questions arise concerning interpretation of these By-laws or policies of the Society, the final authority will be the Board, provided such interpretation is consistent with the Act.

1.2.4 The headings used in these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article 2 Definitions

2.1 Act

All terms contained in these By-laws which are defined in the Act shall have the meanings assigned by the Act.

2.2 Defined Terms

In these By-laws and all other By-laws of the Society unless the context otherwise requires:

- i. "Act" means the Societies Act (Alberta) and the regulations made thereunder as amended from time to time and in the case of such amendment any reference in these By-laws shall be read as referring to the amended provision;
- ii. "Board" means the Board of Directors of the Society from time to time;
- iii. "By-laws" means these by-laws of the Society;
- iv. "Secretary" means the Secretary of the Society appointed by the Board pursuant to Article 5.1.1(iii) hereof;
- v. "Society" means South Calgary Ringette Association.

2.3 Rules of Construction

Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

Article 3 Membership

3.1 General

The membership of the Society shall be the subscribers to the Application and these By-laws and such other persons as are admitted as members of the Society.

3.2 Admission of Members

No person shall be a member of the Society unless such person has attained 19 years of age.

Any person of the full age of 19 years shall be admitted as a member of the Society if that person:

- a. is registered with the Society as a Ringette player and has paid in full the current registration fees;
- b. is a parent or guardian of a child under 19 years of age who is registered with the Society as a Ringette player and the current registration fees for that child have been paid in full;
- c. is not a player or parent/guardian as described in paragraphs (a) and (b) above but is a coach or any other team staff listed on a Ringette Alberta Team Registration Form (TRF) for the Society for the current regular season;
- d. is admitted to membership by resolution passed by the Board; or
- e. is elected or appointed as a director of the Society.

The membership of the persons described in paragraphs (a) and (b) above shall be deemed to commence from the time the registration fees for the Ringette player have been paid in full.

3.3 Fees

The dues or fees (including registration fees) payable by members shall be such as shall from time to time be fixed by the Board.

3.4 Responsibilities of Membership

3.4.1 All Members agree to abide by the By-laws, Code of Conduct and other policies of the Society as they exist from time to time and to conduct themselves in a manner that does not jeopardize the Society, its reputation, or its best interest.

3.4.2 All Members agree to pay the prescribed fees by the required deadlines as required.

3.5 Termination of Membership

3.5.1 A member may withdraw from the Society by tendering his or her resignation in writing to any officer of the Society.

3.5.2 The directors shall have the power, by a vote of not less than three-fourths of those present at a meeting, to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the policies or By-laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against such member or without having first been given an opportunity to be heard by the directors at a meeting called for that purpose.

3.5.3 The membership of any person described in paragraph (a) or (b) of Section 3.2 above shall automatically terminate if the relevant Ringette player ceases to be registered with the Society as a Ringette player.

3.5.4 Any member who withdraws or is expelled from the Society, or whose membership in the Society is otherwise terminated or suspended, forfeits all right, claim and interest arising from or associated with membership in the Society effective as of the time of withdrawal or expulsion from

the Society or termination of membership in the Society and any such expulsion, withdrawal or termination shall be effective and remain in effect regardless of the deemed membership provisions contained in Sections 3.1 and 3.2 of these By-laws. The suspension remains in effect until such time further action is determined at a Board Meeting.

Article 4 Governance & Board of Directors

4.1 Composition, Qualification & Consent to Election

- 4.1.1 A director may (but need not) be a registered member of the Society as per Section 3.2.
- 4.1.2 The Board of Directors shall consist of the Executive Directors PLUS other Elected Directors of the Society.
- 4.1.3 The Executive shall be composed of the following elected positions, but are not limited to:
- i. President
 - Calls and Chairs meetings of the Society, the Board, and the Executive
 - Is responsible for the overall direction of the Board and general supervision over the affairs of the Society
 - Performs other such duties as may from time to time be established by the Board
 - ii. Past President
 - Advises the President and directors of correct procedures, policy and precedent
 - Attends meetings as necessary
 - Performs other duties as may from time to time be established by the Board
 - iii. VP Administration
 - Assists the President and other VPs as required
 - Oversees administrative affairs of the Society
 - Performs other duties as may from time to time be established by the Board
 - iv. VP Development
 - Assists the President and other VPs as required
 - Oversees player and coach development affairs of the Society
 - Performs other duties as may from time to time be established by the Board
 - v. VP Operations
 - Assists the President and other VPs as required
 - Oversees league and facility operational affairs of the Society
 - Performs other duties as may from time to time be established by the Board
- 4.1.4 Other positions designated as Elected Directors may include, but are not limited to:
- i. VP Registration
 - Oversees registration of Society members
 - Performs other duties as may from time to time be established by the Board
 - ii. Secretary
 - Performs duties as outlined in Section 5.1
 - Performs other duties as may from time to time be established by the Board

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- iii. Treasurer
 - Performs duties as outlined in Section 5.1
 - Performs other duties as may from time to time be established by the Board
- iv. Director(s) at Large
 - Performs duties as may from time to time be established by the Board

4.1.5 The Board may create or designate other positions as Directors from time to time.

4.1.6 Board Members except the Past President shall be elected at the AGM of the Society. Elections will be decided by majority vote of the membership at the AGM where there are two or more valid nominations for a position, or declared by acclamation where there is one valid nomination for a position.

4.1.7 Only a member who has served on the Board for a minimum of one (1) full year immediately prior to nomination may be nominated for President.

4.1.8 The number of directors shall be not less than three (3) persons and not more than thirty (30) persons and shall be determined from time to time within such limits by resolution of the board of directors.

If a meeting of members fails to elect the number or the minimum number of directors required by these By-laws by reason of the disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

4.1.9 A person who is elected or appointed a director is not a director unless he or she was present at the meeting when he or she was elected or appointed and did not refuse to act as a director or, if he or she was not present at the meeting when he or she was elected or appointed, he or she consented to act as a director in writing before his or her election or appointment or within 10 days after it or he or she has acted as a director pursuant to the election or appointment.

4.2 General Duties of the Board of Directors

4.2.1 The business and affairs of the Society shall be managed by the directors of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, these By-laws, any special resolution of the Society, or by statute expressly directed or required to be done in some other manner.

4.2.2 Every director and officer of the Society in exercising his or her powers and discharging his or her duties shall:

- 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.

4.2.3 An act of a director or officer is valid notwithstanding an irregularity in his or her election or appointment or a defect in his or her qualification.

4.2.4 The directors may from time to time appoint a committee of directors and/or members and may delegate to such committee any of the powers of the directors except that no such committee shall have the authority to:

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- a. submit to the members of the Society any question or matter requiring the approval of the Society;
- b. fill a vacancy among the directors; or
- c. approve any financial statements to be placed before the members of the Society.

4.3 Term of Office

4.3.1 Directors shall hold office for a term of one year which shall be from the date of the meeting at which he or she is elected until the close of the first annual meeting following his or her election: provided that any director may be elected for a term shorter than one year in which event he or she shall hold office from the date of the meeting at which he or she is elected until the end of such shorter term.

4.3.2 A director's term of office shall also cease if he or she dies, resigns or is removed from office during their term.

4.3.3 There is no restriction to the number of consecutive terms for directors.

4.4 Resignation

In the event that a director cannot fulfill their duties they shall submit a letter of resignation to the President, or to a VP in the event the President cannot fulfill their duties. The letter shall be presented at the next meeting of the Board and the vacancy shall be filled as per Section 4.6 below.

4.5 Removal

The members of the Society may by ordinary resolution at a special meeting called for that purpose remove any director from office before the expiration of his or her term of office and may, by a majority of votes cast at the meeting, elect any person in his or her stead for the remainder of his or her term.

4.6 Vacancies

4.6.1 A quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the minimum number of directors.

4.6.2 If there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member. If the members have adopted an amendment to the articles to increase the minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall forthwith call a special meeting of members to fill the vacancy.

4.6.3 A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

Article 5 Officers of the Society

5.1 Appointment

5.1.1 The directors annually, or as often as may be required, shall appoint from among themselves Officers of the Society including a President, a Secretary and a Treasurer and if deemed advisable may appoint one or more Vice-Presidents.

- i. **President:** The President shall be the chief executive officer of the Society (except as may otherwise be specified by the board of directors) and shall, subject to the direction of the board of directors, exercise general supervision and control over the business and affairs of the Society. The President shall, when present, preside as chairman at all meetings of directors and members. He or she shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the directors or as are incident to such office.
- ii. **Vice-President:** The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents shall sign such contracts, documents or instruments in writing as require his or their signatures and shall also have such other powers and shall perform such other duties as may from time to time be assigned to him, her or them by resolution of the directors.
- iii. **Secretary:** The Secretary shall give or cause to be given notices for all meetings of directors and members when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in Article 7.3 hereof. It shall be the duty of the Secretary to attend all meetings of directors and members, to keep accurate minutes of such meetings and to have custody of the minutes of such meetings. He or she shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the directors or as are incident to such office.
- iv. **Treasurer:** Subject to the provisions of any resolution of the directors, the Treasurer shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such other depository or depositories as the directors may be resolution direct. He or she shall prepare and maintain adequate accounting records referred to in Article 7.4 hereof and shall have custody of such records. He or she shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by resolution of the directors or as are incident to such office.

5.1.2 Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Society or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

5.1.3 Two or more offices of the Society may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer such person may but need not be known as the Secretary-Treasurer.

5.1.4 The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors.

5.1.5 The directors may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer.

5.2 Removal of Officers and Vacation of Office

All officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the directors at any time, with or without cause.

An officer of the Society ceases to hold office when he or she dies, resigns or is removed from office.

A resignation of an officer becomes effective at the time a written resignation is sent to the Society, or at the time specified in the resignation, whichever is later.

5.3 Vacancies

If the office of President, Vice-President, Secretary, Treasurer or any other office created by the directors pursuant to Section 5.1 hereof shall be or become vacant by reason of death, resignation or in any other manner whatsoever, the directors shall, in the case of the President, Secretary and Treasurer, and may, in the case of any other officers, appoint an individual to fill such vacancy.

Article 6 Meetings

6.1 General Meetings of Members

6.1.1 A meeting of the members may be held in person, electronically, or by conference call.

6.1.2 Annual General Meeting (“AGM”)

Subject to the Act, the AGM of members of the Society shall be held at the registered office of the Society or at a place elsewhere within Alberta determined by the Board on such day in each year and at such time as the Board may determine. The Society shall present to that meeting an annual report including a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society audited in accordance with Section 7.4.3 hereof.

6.1.3 Special General Meetings

The Board may at any time call a special meeting of members of the Society to be held on such day and at such time and, at such place within Alberta as the directors may determine.

6.1.4 Meeting on Requisition of Members

Any twenty-five (25) members of the Society may requisition the Board to call a special meeting of members of the Society for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of members of the Society to transact the business stated in the requisition. If the directors do not within twenty-one days after receiving the requisition call a meeting, any member who signed the requisition may call the meeting.

6.1.5 Notice of Meetings of Members

Notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit a member of the Society to form a reasoned judgment on that business and (ii) the text of any special resolution to be

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submitted to the meeting, shall be sent to each member entitled to vote at the meeting, who on the record date for notice is registered on the records of the Society as a member in good standing; and to each director of the Society not less than 21 days (if a special resolution is to be submitted to the meeting) or not less than 7 days (if a special resolution is not to be submitted to the meeting) and not more than 50 days (exclusive of the day of sending and of the day for which notice is given) before the date of every meeting of the members of the Society; provided that a meeting of members of the Society may be held for any purpose on any day and at any time and, at any place without notice if all the members and all other persons entitled to attend such meeting are present in person at the meeting (except where a member or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the members and all other persons entitled to attend such meeting and not present in person waive notice of the meeting.

Notice may be given to Members by:

- i. posting on the Society website;
- ii. sending it by mail, facsimile or email addressed to the member at his or her latest address as shown in the records of the Society; or
- iii. distribution of the notice to all coaches or team managers with instructions to distribute the notice to all team members and team personnel.

Any notice given pursuant to subparagraph (ii) above shall be deemed to be given on the date it is mailed, faxed or sent electronically. Any notice given pursuant to subparagraph (iii) above shall be deemed to have been given on the first day following delivery of the notice to the coaches. Notice given to the members in the manner permitted by subparagraphs (i), (ii) and (iii) above shall be deemed to have been given to all members regardless of whether all members actually receive the notice.

The accidental omission to give notice of any meeting of members of the Society to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

6.1.6 Record Dates

The directors may fix in advance a date as the record date for the determination of members entitled to receive notice of a meeting of members, but such record date shall not precede by more than 50 days or by less than 21 days (if a special resolution is to be submitted to the meeting) or by less than 7 days (if a special resolution is not to be submitted to the meeting) the date on which the meeting is to be held.

If no record date is fixed, the record date for the determination of members entitled to receive notice of a meeting of members shall be:

- i. at the close of business on the last business day preceding the day on which the notice is sent; or
- ii. if no notice is sent, the day on which the meeting is held.

6.1.7 Chairman of the Meeting

In the absence of the President and any Vice-President, the members present entitled to vote shall elect another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the members present shall elect one of their number to be chairman.

6.1.8 Votes

Every member of the Society in good standing shall be entitled to one (1) vote.

Votes at meetings of members shall be given personally. No proxy votes shall be permitted. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is required by the chairman of the meeting or is demanded by a member entitled to vote at the meeting. A member may demand a ballot either before or on the declaration of the result of any vote by show of hands. At every meeting at which he or she is entitled to vote, every member present in person shall have one (1) vote. In the case of an equality of votes the chairman of the meeting shall either on a show of hands or on a ballot, have a second or casting vote in addition to the vote to which he or she may be entitled as a member.

At any meeting, unless a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

6.1.9 Quorum for Meetings of Members

A quorum for the transaction of business at any meeting of members shall consist of at least eleven (11) of the members in good standing. If a quorum is present at the opening of a meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

If a quorum for a meeting of members of the Society is not present within thirty minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next month at the same time and place and a quorum for the transaction of business at the adjourned meeting shall consist of at least five (5) of the members in good standing.

6.1.10 Adjournment

The chairman of the meeting may with the consent of the meeting adjourn any meeting of members of the Society from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any

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adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.1.11 Resolution in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Society.

6.2 Board & Executive Meetings

6.2.1 Meetings of the Executive and/or Board shall be held a minimum of 6 times during each calendar year.

6.2.2 Meetings of directors may be held at any place. A meeting of directors may be convened by the President or any director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

6.2.3 A director may participate in a meeting of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by those means is deemed for the purposes of the Act to be present at that meeting.

6.2.4 Notice of Board & Executive Meetings

Notice of the time and place for the holding of any meeting of directors shall be sent to each director not less than two (2) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors have waived notice. The notice of a meeting of directors need not specify the purpose or the business to be transacted at the meeting.

Notice may be given by:

- i. personal delivery; or
- ii. by sending it by mail, facsimile or electronic mail message addressed to the director at his or her latest address as shown in the records of the Society.

Any notice given pursuant to subparagraph (ii) above shall be deemed to be given on the date it is mailed, faxed or sent electronically. Notice given to the directors in the manner permitted by subparagraphs (i) and (ii) above shall be deemed to have been given to all directors regardless of whether all directors actually receive the notice.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the members or for a meeting of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

The Board may call Emergency Meetings as required from time to time. Notice by email or telephone of one (1) day in advance of an Emergency Meeting is required, or less if determined necessary by the circumstances.

6.2.5 Waiver of Notice

Notice of any meeting of directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any director in writing or by facsimile or electronic mail message addressed to the Society or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

Attendance of a director at any meeting of directors is a waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

6.2.6 Omission of Notice

The accidental omission to give notice of any meeting of directors to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

6.2.7 Quorum & Voting for Board & Executive Meetings

Three (3) directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. The directors shall not transact business at a meeting of directors unless a quorum is present.

Questions arising at any meeting of directors shall be decided by a majority of votes. No proxy votes shall be permitted.

In the case of an equality of votes, the chairman of the meeting in addition to his or her original vote shall have a second or casting vote.

6.2.8 Adjournment

Any meeting of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.2.9 Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.

Article 7 Management & Financial Matters

7.1 Registered Office

The Society shall at all times have a registered office within Alberta. Subject to the Act, the Board may at any time:

- a. change the address of the registered office within Alberta;
- b. designate, or revoke or change a designation of, a records office within Alberta; or
- c. designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Society.

7.2 Corporate Seal

The seal of the Society shall be such that the Board may from time to time adopt. The Board shall not be required to adopt a seal. The Secretary shall have custody of the seal, if any. The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.3 Minute Books

7.3.1 The Secretary or other individual designated by the Board shall:

- a. Record, print and distribute the minutes of all Society meetings
- b. Preserve correspondence, contracts, and a meeting minute book as the official record of meetings and proceedings

7.3.2 Minute books shall be kept at the Society office or other location specified by the Board.

7.4 Financial Records and Books

7.4.1 The fiscal year of the Society ends on July 31 of each year.

7.4.2 The Treasurer or other individual designated by the Board shall prepare and maintain adequate accounting records as outlined in Article 5.1.1 (iv). All financial records, banking documents and accounting data shall be filed and kept at the office of the Society or other location specified by the Board.

7.4.3 The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two officers or members of the Society.

7.4.4 The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each of the directors shall at all times have access to such books and records.

7.5 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Society, and in such manner as the directors may from time to time designate by resolution.

7.6 Submission of Contracts or Transactions to Members for Approval

The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the members or at any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by any other by-law) shall be as valid and as binding upon

the Society and upon all the members as though it had been approved, ratified and/or confirmed by every member of the Society.

7.7 Execution of Contracts, Etc

- 7.7.1 Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the President alone and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 7.7.2 If the Board has adopted a seal, the seal may, when required, be affixed by the President to contracts, documents or instruments in writing signed by the President as aforesaid or by an officer or officers, person or person appointed as aforesaid by resolution of the board of directors.
- 7.7.3 The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.
- 7.7.4 In particular, without limiting the generality of the foregoing, the President alone is authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Society and to sign and execute (under the seal of the Society, if any, or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.
- 7.7.5 The signature or signatures of any officer or director of the Society and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Society executed or issued by or on behalf of the Society and all contracts, documents or instruments in writing or securities of the Society on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or securities of the Society.

7.8 Conflict of Interest

- 7.8.1 A director or officer of the Society who is a party to a material contract or proposed material contract with the Society, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of his or her interest. No such director of the Society shall vote on any resolution to approve such contract.

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- 7.8.2 If a material contract is made between the Society and one or more of its directors or officers, or between the Society and another person of which a director or officer of the Society is a director or officer or in which he or she has a material interest,
- i. the contract is neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors and/or members that authorized the contract, and
 - ii. a director or officer or former director or officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a director or officer, if the director or officer disclosed his or her interest in accordance herewith and the contract was approved by the directors or the members and it was reasonable and fair to the Society at the time it was approved.

7.9 Borrowing Power

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case without the sanction of a special resolution of the Society.

7.10 Remuneration

Unless authorized at a meeting of members of the Society, no person shall be entitled to any remuneration by reason of being a director or member of the Society.

7.11 Dissolution & Distribution of Property

Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to a charitable group or purpose. Members are to select the charitable group or purpose to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

Article 8 General Administration of Notices

8.1 General

Any notice or document required by the Act or these By-laws to be sent to any member or director of the Society may be delivered to a member in the manner specified in the last paragraph of Section 6.1 hereof and to a director in the manner specified in the third paragraph of Section 6.1 hereof.

8.2 Returned Notices

If the Society sends a notice or document to a member or director and the notice or document is returned or otherwise not received because the member or director cannot be found, the Society is not required to send any further notices or documents to the member or director until he or she informs the Society in writing of his or her new address.

8.3 Signatures to Notices

The signature of any director or officer of the Society to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

8.4 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given under any provisions of these By-laws, the day the notice is sent shall, unless it is otherwise provided, not be counted in such number of days or other period and such notice shall be deemed to have been sent on the day of personal delivery or sending by mail, facsimile or electronic mail message.

8.5 Proof of Service

A certificate of any officer of the Society in office at the time of the making of the certificate or of an agent of the Society as to facts in relation to the sending of any notice or document to any member, director or officer or publication of any notice or document shall be conclusive evidence thereof and shall be binding on every member, director or officer of the Society, as the case may be.

Article 9 Protection & Indemnity of Directors and Officers

9.1 General

No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office of trust or in relation thereto, unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly, in good faith with a view to the best interests of the Society, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or relieve such director or officer from liability under the Act.

The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the directors.

If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as a director or officer or shall be a member of a firm or a member, director or officer of a body corporate which is employed by or performs services for the Society the fact of his or her being a member, director or officer of the Society or body corporate or member of the firm shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

9.2 Indemnities to Directors and Others

Except in respect of an action by or on behalf of the Society or body corporate to procure a judgment in its favour, the Society shall indemnify a director or officer of the Society, a former director or officer of the Society or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a member or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Society or body corporate, if:

- a. he acted honestly and in good faith with a view to the best interests of the Society; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.