

BY-LAWS

WEST OTTAWA RINGETTE ASSOCIATION

(Hereinafter referred to as the "Association")

INTERPRETATION

1. Definitions In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- (b) "By-laws" means any By-law of the Association from time to time in force and effect;
- (c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
- (d) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

2. Interpretation This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

REGISTERED OFFICE

3. Registered Office The registered office of the Association shall be in the Province of Ontario at such address as the Board may determine.

THE BOARD OF DIRECTORS

4. Number and Qualifications The affairs of the Association shall be managed by a board of directors consisting of a minimum of eight (8) and a maximum of ten (10) directors. In addition, the immediate Past President, if not re-elected as a director, may be invited to be present as a non-voting attendee at

meetings of the board of directors for a period not to exceed one year. The directors need not be members of the Association but must reside within Ontario. The minimum age of each director shall be eighteen years.

5. Election and Term Directors shall be elected by members of the Association who are present at an annual meeting except as otherwise provided by these By-laws. A director's term of office shall be for two years, a year being measured from the date of one annual meeting of members to the next annual meeting of members. A director shall be deemed to have retired at the second annual meeting after his or her election, but is eligible for re-election. Where an annual meeting must elect a replacement director prior to the completion of a director's elected term pursuant to this paragraph, the replacement director shall only serve for the balance of the term of the director he or she is replacing.

6. Vacancies The office of a director shall automatically be vacated:

(a) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

(b) if the director is absent from two (2) consecutive meetings of the board without an explanation acceptable to the board of directors;

(c) if the director is found to be a mentally incompetent person or becomes of unsound mind;

(d) if the director by notice in writing to the Association resigns office which resignation shall be effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;

(e) if at a special meeting of members, a resolution is passed by at least one-half (1/2) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or

(f) if the director dies.

7. Filling Vacancies A vacancy occurring in the board of directors shall be filled as follows:

(a) if the vacancy occurs as a result of the removal of any director by the members, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term.

(b) any other vacancy in the board of directors may be filled for the remainder of the term, by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office and provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

(c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

8. Committees The board of directors may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers and terms of reference as the board of directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board of directors may from time to time make. Any committee member may be removed by resolution of the board of directors.

9. Remuneration of Directors The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

MEETINGS OF DIRECTORS

10. Place of Meeting Meetings of the board of directors may be held at any place within or outside the Province of Ontario.

11. Notice Notice of meetings of the Board will be given to all Directors at least five (5) 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.

12. Error or Omission in Giving Notice No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

13. Adjournment Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any 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 any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

14. Regular Meetings The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

15. Quorum A quorum of directors required for the transaction of business shall be 50% of the directors plus one (1) and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

16. Voting Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

17. Electronic Participation If all the directors of the Association consent, a meeting of directors may be held by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

18. 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 or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

POWERS AND DUTIES OF DIRECTORS

19. Administer Affairs Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. In particular and without limiting the generality of the foregoing, the board of directors:

- (a) shall be responsible for carrying out the aims and objectives of the Association;
- (b) shall be responsible for setting the Rules and Regulations for competition and play within such levels of play as it shall establish and its decision as to the placement of players and the interpretation of the Rules and Regulations shall be final;
- (c) shall appoint such officials as are required to ensure the proper conduct of Ringette, including those which are set out in the Bylaws;
- (d) shall fix annual registration fees for players and teams as required and may, as well, provide for additional levies on players and teams as deemed necessary;
- (e) shall establish procedures for the hearing of all protests and appeals and shall receive and determine appeals from decisions of any committee established by it for such purpose;
- (f) may suspend for such time as it deems appropriate, expel or discipline a team or any member thereof for;
 - (i) notorious and continued foul play, unfair, unsportsmanlike conduct, or for any conduct unbecoming of a person or team representing the Association in any capacity whatsoever; or
 - (ii) refusing to accept and obey a ruling of the board of directors;

and may reinstate any team or member thereof which is under suspension on conditions which it may determine; and

(g) may suspend for such time as it deems appropriate, expel, or discipline any member, coach, trainer, manager, referee or other official connected with or forming part of the Association for conduct which is unacceptable to the board of directors including where applicable such conduct as referred to in paragraph (f) hereof, and may reinstate such person on conditions which it may determine.

20. Expenditures The board of directors shall have power to authorize expenditures on behalf of the association from time to time for the purpose of furthering the objects of the Association.

21. Borrowing Power The board of directors may from time to time:

(a) borrow money on the credit of the Association; and

(b) limit or increase the amount to be borrowed in an amount not to exceed 25% of the previous year's budget.

22. Fundraising The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

23. Agents and Employees The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of directors, agents, employees, and committee members shall, subject to the other provisions of this Bylaw, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to a director of the Association.

EXECUTIVE

24. Appointment The Executive of the Association are the Board of Directors of the Association as well as the Past President. Prior to elections, the Board will identify Executive positions and individuals will be elected as Directors-at-Large. Individuals elected as Directors-at-Large will be appointed into Executive positions by the Board at the first meeting of the Board following the annual meeting of the members. An individual may hold more than one executive position.

25. Term Individuals will hold Executive positions for one year (a year being measured from the date of the first meeting of the Directors after an annual meeting of members to the next meeting of directors following an annual meeting of members) or until their successors are elected or appointed in their stead.

26. President The individual appointed into the executive position of President must have served at least one year as a director.

27. Agents The directors may appoint agents of the board as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board. Agents shall be subject to removal by resolution of the board of directors at any time.

28. Vacancies Notwithstanding the foregoing, individuals appointed to executive positions will stay in their positions until the earlier of the next annual meeting of members and one of the following events:

(a) the individual's resignation from the executive position, which resignation shall be effective at the time the written resignation is received by the Secretary of the Association or at the time specified in the resignation, whichever is later;

(b) the appointment of a successor;

(c) that individual ceasing to be a director if such is a necessary qualification of appointment;

(d) that individual's removal;

(e) that individuals' death.

If any executive position shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

29. Remuneration of Individuals in Executive Positions The remuneration of individuals appointed into executive positions, if any, shall be determined from time to time by resolution of the board of directors. All individuals in executive positions shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

30. Removal of Individuals in Executive Positions Individuals in executive positions shall be subject to removal by resolution of the board of directors at any time, with or without cause.

31. Duties of Individuals in Executive Positions May be delegated in case of the absence or inability to act of any individual in an executive position of the Association or for any other reason that the board of directors may deem sufficient, the board may delegate all or any of the powers of any such individual to any other individual for the time being.

32. Powers and Duties All individuals appointed to executive positions shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective positions. The powers and duties of the Executive, as well as the executive positions themselves, will be prescribed by the Board.

INSURANCE

33. Insurance The board of directors shall be authorized to purchase and maintain comprehensive general liability insurance on behalf of the Association, directors and officers liability insurance, and other appropriate insurance as may be determined by the board of directors on an annual basis.

INDEMNITIES TO DIRECTORS AND OTHERS

34. Indemnities to Directors and Others Every director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

(a) all costs, charges and expenses whatsoever which such director or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such position or in respect of any such liability; and

(b) all other costs, charges and expenses which the director or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Association shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

MEMBERSHIP

35. Membership The Association has one category of member – Registered Member – who are:

(a) Individuals 18 years of age and over who are registered to play ringette with the Association; and

(b) Parent or guardian of a child or children under the age of 18 years who is registered to play ringette with the Association; provided that there shall only be one parent or guardian admitted as a member per family.

The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Association. Each member shall be promptly informed by the Secretary of their admission as a member.

36. Period of Membership - Membership within the Association is on an annual basis and will terminate on May 31, subject to re-admission in accordance with these By-laws.

37. Resignation Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of same with the Secretary of the Association. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Association prior to such person's resignation.

38. Termination of Membership The interest of a member in the Association is not transferable and lapses and ceases to exist:

- (a) upon the member's death ;
- (b) when the member's period of membership expires ;
- (c) when the member ceases to be a member by resignation or otherwise in accordance with the Bylaws;
- (d) if at a meeting of members, a resolution is passed to remove the member by at least two thirds (2/3) of the votes cast at the meeting provided that the member shall be granted the opportunity to be heard at such meeting.

39. Membership Dues Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership due date, as the case may be, the members in default shall thereupon cease to be members of the Association.

MEMBERS MEETINGS

40. Time and Place of Meetings The annual meeting of the members shall be held on such day in each year and at such time as the directors may determine at any place within the Province of Ontario.

41. Annual Meetings At every annual meeting, in addition to any other business that may be transacted, the report of the directors and the financial statements of the fiscal year most recently ended, together with the report of the external accountants, shall be presented and the directors shall be elected and the external accountants appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members. The annual meeting will be held within fifteen (15) months of the last annual meeting but not later than six (6) months after the end of the Association's preceding financial year.

42. Special Meetings Special meetings of the members may be convened by order of the President or Vice-President or by the board of directors at any date and time and at any place within Ontario. Members, upon written requisition, who hold five percent (5%) of the votes of the Association, may also call a meeting of the Members.

43. Notice Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit members to make informed decisions, and will be given to each member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or

- c) By posting on the Association's website not less than thirty (30) days prior to the date of the meeting.

44. Waiver of Notice A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

45. Error or Omission in Giving Notice No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of members.

46. Quorum A quorum at any meeting of the members shall be ten (10) voting members. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. No notice will be required for any adjourned meeting.

47. Chairperson of the Meeting In the event that the President is absent and there is no Vice- President present the Board will select a director to be chairperson.

48. Adjournment The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

49. Persons Entitled to Attend All categories of membership, the Directors and the auditor of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

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

51. Voting of Members Members are entitled to one vote each at a meeting of the members. At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these Bylaws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a casting vote. A member must be present to vote, no proxy votes will be allowed.

No member shall be entitled to vote at meetings of members of the Association unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

EXECUTION OF DOCUMENTS

52. Execution Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by specific directors as prescribed by the Board. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any individuals on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

CHEQUES, DRAFTS, NOTES, ETC

53. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such individuals, whether or not directors of the Association, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

54. Service In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director, Member, or individual as the case may be.

56. Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

RULES AND REGULATIONS

57. Rules and Regulations The board of directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Association and other matters provided for in these By-laws as they may deem expedient.

CONFLICT OF INTEREST

58. Conflict of Interest – In accordance with the Act, a director, agent, 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 Association 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, and will otherwise comply with the requirements of the Act regarding conflict of interest.

BY-LAWS

59. Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of members, and the members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed.

60. Notice in Writing – Notice of proposed amendments to these By-laws will be provided to members at least twenty-one (21) days prior to the date of the meeting of the members at which it is to be considered.

61. Fundamental Changes - In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all members may be required in order to make the following fundamental changes to the By-laws or Articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Change the province in which the Association's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Association may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Association;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or

- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

FINANCIAL YEAR

62. Financial Year The financial year of the Association shall terminate on May 31 in each year or on such other date as the directors may from time to time by resolution determine.

DISSOLUTION

63. Dissolution – Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

ADOPTION

64. Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on August 13, 2014.

65. Ratification - These By-laws were ratified by the members of the Association entitled to vote at a meeting of members duly called and held on August 26, 2014.

66. Repeal of Prior By-laws – In ratifying these By-laws, the members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.