



BY-LAWS MANUAL

JUNE 2006

Play it. Love it. Live it.



RINGETTE CANADA

BY-LAWS – JUNE 2006

A By-law relating generally to the conduct of the affairs of RINGETTE CANADA.

BE IT ENACTED AND IT IS HEREBY ENACTED AS By-laws of RINGETTE CANADA (herein after called the "Association") as follows:

1.0 BY-LAW #1 - NAME

The name of the Association shall be Ringette Canada.

2.0 BY-LAW #2 - CORPORATE SEAL

The seal of the Corporation shall be the one whose imprint appears in the margin on the original copies of these By-laws.

The corporate seal shall be in the custody of the national office of the Association.

3.0 BY-LAW #3 - TRADEMARK AND LOGO

The trademark and logo of the Association shall be those whose imprint appear in the margin on the original copies of these By-laws.

4.0 BY-LAW #4 - HEAD OFFICE

The Head Office of the Corporation shall be located in the City of Ottawa, Ontario.

5.0 BY-LAW #5 - AIMS AND OBJECTIVES

To formulate, publish, and administer national policies which are athlete-centred and beneficial to the sport.

To enforce laws and regulations governing ringette.

To establish and maintain uniform national playing rules for ringette.

To encourage ringette participants to strive for excellence in team work, team spirit, and team discipline.

To offer the opportunity for all individuals to play the sport at the recreational or competitive level.

To foster the highest standards of sportsmanship and friendliness for all participants in the sport of ringette.

To promote, foster, and develop the playing of ringette throughout Canada.

To promote ringette as a mass participation team sport, and as a means of healthful exercise for improving physical fitness, mental health, and social development.

To promote the orderly development of the game of ringette, to improve the quality of play at all levels, and to strive for conditions conducive to the safety of all participants.

To promote and encourage the formation of provincial/territorial ringette associations as governing bodies for ringette.

To stimulate public awareness and foster spectator interest in the sport of ringette.

6.0 BY-LAW #6 - MEMBERSHIP

6.1 Composition

The membership of the Association shall consist of individuals, corporations, associations, groups, clubs, or leagues falling within the membership categories, provided that such members must be admitted to membership in the Association from time to time by resolution of the Board of Directors and shall, as a condition of membership, agree to abide by and comply with the objectives and By-laws of the Association and observe faithfully the rulings of those charged for the time being with the conduct of its affairs.

6.2 Membership Categories

Full Member: This category of membership shall be open to any formally constituted provincial/territorial association recognized by the Board of Directors of Ringette Canada.

Associate Member: This category of membership shall be open to any association, corporation, club or league existing in a province or territory that has no such recognized provincial/territorial association with a Full membership. It shall also be open to any college, university, or special institution approved by the Board of Directors of Ringette Canada. It shall also be open to any person, corporation, or group of persons wishing to contribute to the development of ringette, including persons, corporations, or groups of persons outside of Canada.

Honorary Life Member: This category of membership may be conferred, at any Annual General Meeting, upon any person who has rendered exceptional service to Ringette Canada. Nominations for Honorary Life Members will be submitted to the office by Full Members or by the Ringette Canada Board of Directors 60 days prior to the Annual General Meeting.

Affiliate Member: This category of membership shall be open to all individuals who are members of an association, group, club, or league that is a Full Member of Ringette Canada.

Ex-Officio Members: Each member of the Board of Directors of the Association shall, by virtue of his/her office, be a member of the Association.

6.3 Fee Categories

Fees and assessments shall be set by the membership at a general meeting, it being understood that there shall be three principle fee categories:

- 1) annual fee for Full membership
- 2) annual fee for Associate membership
- 3) annual fee for Affiliate membership.

6.4 Voting Rights of Members

Voting rights for members shall be as described below:

- 1) Each member of the Board of Directors of the Association shall be entitled to one (1) vote at all Board Meetings, with the exception of the Chair who shall vote only in the case of a tie.
- 2) Each Full Member shall be entitled to five (5) votes per provincial or territorial association at general meetings. The vote cannot be split. Each Board Member shall be entitled to one vote at annual and/or general meetings.
- 3) Associate Members shall not be entitled to vote if there exists a Full Member provincial or territorial association within the province or territory in which they reside. However, where there is no Full Member, Associate Members shall be entitled to one vote per association, league, club, person, or institution, to a maximum of three per province or territory.
- 4) Honorary Life Members and Affiliate Members shall not have voting privileges.
- 5) Full Members and Associate Members shall designate their voting delegates upon registering at general meetings. Votes shall be cast in block for Full Members or individually for Associate Members up to the limit of the vote entitlement.
- 6) Voting for the election of the Board of Directors shall be by secret ballot.
- 7) In no case shall there be a vote by proxy.
- 8) Motions, amendments, resolutions, etc., may be proposed only by designated voting delegates.
- 9) All outstanding invoices (30 days from the date of issue) must be paid prior to the AGM or voting privileges will be revoked.
- 10) Voting at special meetings will be by roll call.
- 11) For issues that have already been discussed at a meeting, voting by mail or fax ballot between meetings is permitted.

6.5 Resignation or Death of Members

The interest arising out of membership in the Association of an individual, corporation, association, groups or leagues is not transferable and lapses and ceases to exist upon his/her death or its dissolution when the member or other ceases to be a member by resignation or otherwise. Any member may resign from membership upon notice in writing to the Association. An ex-officio member, unless the individual was a member in his/her own right at the time he/she became an ex-officio member, shall cease to be a member when he/she ceases to hold office by virtue of which he/she became an ex-officio member.

6.6 Application For Membership

Applications for membership shall be governed by the following rules:

- 1) Applications for membership may be made any time during the year. Unpaid members shall not be entitled to vote at the Annual General Meeting. All memberships except Honorary Life Members shall expire June 30th of each year unless renewed.
- 2) Acceptance of membership applications shall be at the sole discretion of the Board of Directors whose decision shall be final.
- 3) Each applicant for Full Membership shall submit with its first membership application a copy of its provincial/territorial Constitution and By-laws, and the names and addresses of its provincial/territorial directors.
- 4) Payment of the prescribed fee must accompany each application for membership.
- 5) Full Members must register all athletes, officials, and coaches under their jurisdiction with Ringette Canada and pay the prescribed fee.

6.7 Full Member Obligations

Full Members shall provide the national office of the Association, on demand, the following:

- 1) amended Constitution and By-laws
- 2) current list of Board of Directors
- 3) number of representative delegates for the Annual and/or general meeting which shall be forwarded to the Ringette Canada office no later than two (2) calendar months prior to such a meeting
- 4) annual reports
- 5) dates of invitational, regional, provincial/territorial, and interprovincial tournaments and championships
- 6) a detailed proposal requesting an interprovincial/territorial tournament sanction or permission to tour
- 7) recorded research information, or historical data as requested by the Board of Directors and/or the historian.

The Association assumes that the President of each Full Member association is the official contact in all matters unless directed otherwise by the said organization. It shall be the responsibility of this contact to disseminate information to the organization's membership as appropriate.

6.8 Suspension or Cancellation of Membership

The Board of Directors shall have the right to suspend or cancel membership at any time if a member's conduct is deemed mimical or detrimental to the welfare of the Association. Any appeal shall be chaired by an officer of the Association.

7.0 **BY-LAW #7 - BOARD OF DIRECTORS OF THE ASSOCIATION**

7.1 Composition

- 1) The Board of Directors shall be composed of the President, seven (7) Directors at Large and one (1) Athlete Director.
- 2) The Board of Directors shall be elected at the Annual General Meeting by those eligible to vote as defined by Article 6.4 of these By-laws.
- 3) Directors whose nominations are unopposed shall be declared elected by acclamation by the Chair of the Nominations Committee. Where more nominations are received than there are positions available, an election by secret ballot will be held. The candidate(s) receiving the most votes shall be elected to the available position(s). In the event of a tie in the election of any Director, a run-off election between or among the candidates involved in the tie will be organized. If the run-off election fails to settle the tie, the election will be decided by a toss of a coin.
- 4) The President is elected in even years for a two-year term and may not serve more than two (2) two-year terms in succession.
- 5) A Director at Large is elected for a two-year term and may not serve more than two (2) two-year terms in succession. Three (3) Directors at Large are elected in even years and four (4) Directors at Large are elected in odd years.
- 6) The Athlete Director is elected in even years for a two-year term and may not serve more than two (2) two-year terms in succession. Eligibility to serve as the Athlete Director is limited to those members who are current or were within the past three years, registered athletes.
- 7) Excluding the President, no more than two Directors may be elected from any one provincial/territorial association.
- 8) Including the office of President, the Board of Directors must include a minimum of three females.
- 9) If a voting member of a provincial association board of directors, a member of a Ringette Canada Program committee or a person employed by a provincial association is elected to the Board of Directors, s/he shall resign from their present position; failure to do so shall nullify their election to the Board.

7.2 Qualifications

A Director must be an individual with power under law to contract who is at least 18 years of age, resides in Canada and a member of Ringette Canada at the time of election as a Director.

7.3 Nomination

Prior to the Annual General Meeting, the Nominations Committee as defined by By-law 9.0 elsewhere in these By-laws shall be activated. The nominating procedure shall be such as is from time to time prescribed by the Board of Directors.

7.4 Powers

- 1) The Board shall exercise all the powers which are conferred upon it by law or by these By-laws. It shall fulfill the duties and responsibilities given it at the General Meeting. It shall be responsible for establishing and regulating committees. It shall also be responsible for providing direction and evaluating the performance of the Executive Director of the Association.
- 2) The Board shall exercise financial control over the affairs of Ringette Canada and prescribe such fees and make such assessments and levies on the members as it may deem necessary from time to time. The levy of fees and assessments by the Board of Directors shall be ratified at the Annual General Meeting.
- 3) The Board shall receive and act upon complaints registered by Members or their affiliates regarding any grievance, dispute, protest, or violation of the By-laws and regulations of Ringette Canada.
- 4) The Board may delegate to any officer, committee or other person any or all powers, duties and authority of the Board that may be lawfully delegated.

7.5 Remuneration of Directors

Directors shall not receive any stated remuneration for their services, but they shall be entitled to be reimbursed for their travelling and other expenses.

7.6 Quorum

A quorum shall be a simple majority of the total membership of the Board of Directors.

7.7 Meetings

- 1) The Board of Directors shall meet at least twice a year and more often if deemed necessary. The Notice of Meeting shall be provided fourteen days in advance.
- 2) The accidental omission to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting.
- 3) Questions arising at any meeting of the Board shall be decided by the majority of votes of those present.
- 4) The Board may meet by teleconference provided that either a majority of Directors consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors.
- 5) The Board may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- i. The Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and recording votes;
- ii. Each Director has equal access to specific means of communication to be used;
- iii. Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

7.8 Director Vacancies

The office of a member of the Board of Directors of the Association shall be vacated:

- 1) if the member becomes bankrupt or suspends payment or compound with his/her creditors or makes authorized assignment or is declared insolvent;
- 2) if the member is found to be a lunatic or becomes of unsound mind;
- 3) if the member pledges the credit of or authorizes any charge against the Association without approval of the Board of Directors; or
- 4) if by notice in writing to the Association the member resigns from office,

provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the association if they see fit to do so; otherwise the vacancy shall be filled at the next Annual General Meeting; and any director appointed or elected to fill such vacancy shall hold office for the unexpired term.

Where a Director vacates or is removed from office, the member who completes the term shall not be deemed to have completed a full term.

7.9 Replacement of Directors of the Association

Any Director may be removed from his/her duties before the expiration of his/her term of office by a decision reached by a two-third (2/3) majority of the members present at a Special General Meeting convened for that purpose, of which notice specifying the intention to pass such a resolution has been given, and may elect any qualified person in his or her stead for the remainder of his/her term on any of the following grounds:

- i. lack of interest
- ii. incompetence
- iii. behaviour or conduct inimical to the best interests of the Corporation, or
- iv. the special skills, qualifications, or position which recommended him/her to the office have been lost.

8.0 BY-LAW #8 – OFFICERS

8.1 Officers

The Officers of the Corporation shall be the President, Secretary and Treasurer and such other Officers as the Board may determine from time to time.

8.2 Duties of Officers

- 1) The President shall be the chief executive officer of Ringette Canada and shall preside at all meetings of the association and of the board. The President shall act as the chairperson and the spokesperson for the Board and for the organization. The President shall carry out the decisions and policies of the Annual General Meeting and exercise general oversight of the affairs of the association. S/he shall when present preside at all meetings of the Directors; or s/he may appoint a chairperson to preside at such meetings.
- 2) The Secretary shall be appointed by the Board of Directors and shall hold office during the term of the Board of Directors that appointed him/her. S/he shall have charge of the corporate records of the Corporation including a register containing the names and addresses of the Members of the Corporation and the Members of the Board, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. Further, the Secretary shall be responsible for the taking and reproducing of all minutes for the general meetings and the Directors' meetings and for maintaining a Minute Book and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.
- 3) The Treasurer shall be appointed by the Board of Directors and shall hold office during the term of Board of Directors that appointed him/her. S/he shall deposit all money and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the board, a report of the financial condition of the Corporation and all his/her transactions as Treasurer; and as soon as possible after the close of each financial year, s/he shall make and submit to the Board a financial report for such financial year. S/he shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation.
- 4) The Directors may appoint such officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

8.3 Remuneration of Officers

The Officers shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.

8.4 Removal of Officers of the Association

Any Officer may be removed from his/her duties before the expiration of his/her term of office by a decision reached by a two-third (2/3) majority of the members present at a Special General Meeting convened for that purpose, of which notice specifying the intention to pass such a resolution has been given, and may elect any qualified person in his or her stead for the remainder of his/her term on any of the following grounds:

- i. lack of interest
- ii. incompetence
- iii. behaviour or conduct inimical to the best interests of the Corporation, or
- iv. the special skills, qualifications, or position which recommended him/her to the office have been lost.

8.5 Delegation of Duties

In the absence or inability to act of the President or any officer of the Corporation or for any other reason that the Directors 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.

9.0 **BY-LAW #9 - STANDING COMMITTEES**

- 1) The Standing Committees of the Board shall be as follows:
 - i. Nominations Committee
 - ii. Finance Committee
- 2) The Nomination Committee shall consist of a Chairperson appointed by the Board from among any current Director of Ringette Canada not seeking election, past president of Ringette Canada, or current or past president of a provincial/territorial member association. Other members of the committee shall be recruited by the Chairperson and ratified by the Board of Directors.
- 3) The Finance Committee shall consist of a Chairperson, two members appointed by the Directors from among themselves and the Treasurer.
- 4) Where conditions warrant, the Board may establish ad hoc committees to deal with specific areas of concern to the Board.
- 5) The Board of Directors shall provide terms of reference of all Standing and ad hoc Committees.
- 6) Members of Standing Committees of the Board shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.
- 7) All members of Standing Committees of the Board shall be subject to removal from their duties as committee members by a majority of the Board of Directors.

10.0 **BY-LAW #10- PROGRAM COMMITTEES**

- 1) The Board shall constitute such other Program Committees as it deems necessary in carrying out the affairs of the Corporation and define their terms of reference in the Policy on Organizational Structure.
- 2) The Board of Directors shall approve the selection of the Chairpersons of all Program Committees.
- 3) A member of the Board shall not be eligible to be selected or appointed to any Program Committee.

11.0 BY-LAW #11- MEMBERS' MEETINGS

11.1 Annual General Meeting

There shall be an Annual General Meeting of the membership of the Association on the dates and the places determined by the Board of Directors.

There shall be an Annual General Meeting of the membership of the Association held prior to June 15th of each year.

It shall be the responsibility of the Board of Directors to present proposals at this last named meeting of the Board of Directors to be enacted in the following season.

11.2 Special Meetings

A special meeting of the members of the Association may be held:

- 1) at the call of the President
- 2) by written petition from one-half of the provincial/territorial association presidents delivered to the national office
- 3) by written petition from 500 members, delivered to the national office.

The agenda of such special meetings will only deal with the issue that forced the meeting. Keeping cost and the issue at hand in mind, special meetings may be conducted in person or by alternative means such as conference call, video conferencing or other technologies which permit all attendees to participate.

11.3 Notice of Meetings

Notice of meetings shall be required to be given in writing to the members by the national office of the Association with the following limitations:

- 1) Annual General Meeting - minimum notice of three months
- 2) Special Meetings - minimum notice of one week; notice shall include the issue for discussion.

11.4 Quorum

A number of members entitled to 60% of the current aggregate voting rights present in person, shall constitute a quorum for any meeting.

12.0 BY-LAW #12- FINANCE

12.1 Income

The Association's income shall be obtained from member fees, private and public grants, publications, and from any other appropriate sources subject to the approval of the Board of Directors, which will in turn have power to make expenditures for the purpose of furthering the objectives of the Association.

12.2 Fiscal Year

The fiscal year shall be from April 1st to March 31st.

12.3 Membership Fees

All cheques to the Association shall be made payable to Ringette Canada.

13.0 **BY-LAW #13 - SANCTIONS AND RULES**

All national tournaments held in Canada shall fall under the jurisdiction of Ringette Canada.

The rules of play for games under the jurisdiction of Ringette Canada shall be the Official Rules approved by the members of Ringette Canada.

14.0 **BY-LAW #14 - INTERPRETATION**

The publication of the text of the By-laws or other business of the Association will be in the English and French languages.

In all cases where questions arise concerning the By-laws, Policies, or Official Rules, the final authority will be the Board of Directors.

15.0 **BY-LAW #15 - EXECUTION OF CHEQUES, OTHER CONTRACTS AND DOCUMENTS**

All contracts, documents, or any instruments in writing requiring the signature of the Association shall be signed by the President and/or a Director or Officer appointed by the Board as a signing authority.

All cheques up to \$5,000.00 require two signatures from the following:

- President
- A Director or Officer appointed by the Board as a signing authority
- Executive Director
- Technical Director/Coordinator, or
- Financial Administrator.

All cheques over \$5,000.00 will require two signatures from the following:

- President
- A Director or Officer appointed by the Board as a signing authority, or
- Executive Director.

16.0 BY-LAW #16 - AUDITORS

The members of the Association at the Annual General Meeting each year shall appoint an auditor for the purposes of auditing the books, records, and financial statements for the ensuing year, unless the members at the Annual General Meeting, by majority vote, dispense with the necessity of appointing such an auditor by empowering the Board of Directors to do so.

17.0 BY-LAW #17 - BY-LAW ENACTMENTS AND AMENDMENTS

Revision to, additions to, and amendments of the By-laws of the Association may be made at the Annual General Meeting.

Any member wishing to amend the By-laws shall forward a notice of their motion containing the substance of proposed amendments to the Ringette Canada office at least six (6) weeks prior to the Annual General Meeting in order to be distributed thirty (30) days in advance to members of the Board of Directors and delegates to the Annual General Meeting. Only those submitted shall be considered during the AGM.

The addition, repeal, or amendments of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Ministry of Industry Canada has been obtained.

18.0 BY-LAW # 18 - INDEMNIFICATION

- 18.1 Shall Indemnify – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer from and against any and all claims, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 18.2 Shall Not Indemnify – The Corporation shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty or bad faith.
- 18.3 Insurance – The Corporation may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.