

BY-LAW NO. 1

Being the General By-law of WEST OTTAWA

RINGETTE ASSOCIATION

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(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 Corporations Act, R.S.C. 1970, c. C- 32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

(b) "By-laws" means any By-law of the Association from time to time in force and effect;

(c) "Letters Patent" means the letters patent and any supplementary letters patent of the Association; and

(d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

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.

HEAD OFFICE

3. Head Office The head office of the Association shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario.

SEAL

4. Seal The seal, if any, shall be in the form approved by the directors of the Association.

THE BOARD OF DIRECTORS

5. Number and Qualifications The affairs of the Association shall be managed by a board of directors consisting of ten (10) directors. In addition, the immediate Past President, if not re-elected as a director, shall remain an ex-officio non-voting member of the board of directors for a period not to exceed one year. The directors shall be members of the Association and shall reside within the Association's boundaries. The minimum age of each director shall be eighteen years.

6. First Directors The applicants for incorporation shall become the first directors of the Association whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members. The directors then elected shall replace the provisional directors named in the Letters Patent.

7. Election and Term Directors shall be elected by voting 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 general 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 shall be 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. Therefore, five (5) directors, plus directors required to fill vacancies, if any, shall be elected/re-elected each year.

8. 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 two-thirds (2/3) 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.

9. 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 in accordance with paragraph 8(e) above, 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.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

10. 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 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.

11. 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 as an officer or in any other capacity and receiving compensation therefor.

MEETINGS OF DIRECTORS

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

13. Notice A meeting of directors may be convened by the President, the Vice-President or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two

directors, shall convene a meeting of directors. Unless sent by mail forty-eight (48) hours notice of such meeting shall be given to each director. Notice of any such meeting that is sent by Mail shall be served in the manner specified in paragraph 52 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting 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; provided further 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 of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board of directors, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. Telephone 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.

20. 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

21. Administer Affairs The board of directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise and do. 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.

22. 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.

23. 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.

24. Fund Raising 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.

25. 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 officers, agents, employees, and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Association.

EXECUTIVE

26. Appointment The Executive of the Association shall include a President, a Vice President, a Secretary, a Treasurer, a Registrar, a Director of Logistics, a Competitive Coordinator, a Recreational Coordinator, a Director of Administration and a Director-at-Large and, when applicable, a Past President (individually being referred to as Officers of the Association). The Executive of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members. The Executive of the corporation shall hold office for approximately one year(s)[a year being measured from the date of the first meeting of the Directors after an annual general 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. A director may be appointed to any office of the Association but none of the said officers except for the President need be a director of the Association. Not more than two (2) of the offices may be held by the same person. The Directors may from time to time appoint such other Officers and agents 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 members. Officers shall be subject to removal by resolution of the board of directors at any time.

27. Vacancies Notwithstanding the foregoing, each incumbent officer shall hold office until the earlier of the next annual meeting of members and one of the following events:

- (a) that officer's resignation, 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 officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) that officer's removal;
- (e) that officer's death.

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

28. Remuneration of Officers The remuneration of all officers appointed by the members, if any, shall be determined from time to time by resolution of the board of directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

29. Removal of Officers Officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

30. Duties of Officers May be Delegated In case of the absence or inability to act of any officer 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 officer to any other officer or to any director for the time being.

31. Powers and Duties All officers 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 offices and such other powers and duties respectively as may from time to time be assigned to them by the membership. The duties of the Executive shall include, but not be limited to:

- (a) President The President shall be the chief executive officer of the Association and as such shall:
 - be the official spokesperson for the Association
 - preside at all meetings of the board of directors and members
 - be an ex-officio member of all standing and ad hoc committees of the Association
 - represent the Association as the voting delegate at all Ontario Ringette Association (ORA), Eastern Region Ringette Association (ERRA) and National Capital Region Ringette League

(NCRRL) meetings, or designate a responsible representative to do so to ensure that the interests of the Association are represented

- enforce the by-laws
- ensure that the tasks assigned to the Executive members, co-ordinators and committee persons are completed to the satisfaction of the Executive
- bring all requests for player releases that do not fall under the normal policy and procedures to the board of directors for approval
- have served as a member of the board of directors for at least one year prior to assuming the position of President

(b) Vice President The Vice President shall:

- assume all of the duties and responsibilities of the President in the absence of the President, or where the President is unable to act due to illness or other cause or where the President so designates the Vice President
- be responsible for volunteer screening and safety of all members, including but not limited to, ensuring that police records checks are up to date for all bench staff and executive members, and performing annual facilities audits as required by the ORA
- ensure all Trainers are properly trained by January 8th of the each year and assist the Trainers in finding appropriate local courses that meet the ORA requirements
- together with the Tournament Coordinator, ensure that the Association's tournament application (Form G&T F-01) is filed on time with the ORA (currently June 30th)
- oversee the activities of the tournament committee
- perform other duties as may be assigned

(c) Secretary The Secretary shall:

- give or cause to be given notices for all meetings of the board of directors and members
- prepare an agenda for all meetings of the board of directors and members
- record the minutes of all meetings and distribute accordingly
- secure appropriate facilities for meetings of the board of directors, members and committees
- have custody of the minute books of the Association and of the documents and registers referred to in Section 109 of the Act
- maintain a register of correspondence and receive a copy of any correspondence received or issued by any member of the board of directors
- ensure the Association is properly registered with the ORA by June 1st of each year – ORA Form M-F-01
- maintain the database of bench staff qualifications for the Association

(d) Treasurer The Treasurer would ideally hold an accounting designation and shall:

- keep or cause to be kept an accurate account of all receipts and disbursements of the Association in proper books of account
- deposit or cause to be deposited all monies in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the board of directors
- disburse or cause to be disbursed the funds of the Association under the direction of the board of directors, receiving proper vouchers thereof

- present to the board of directors at its regular meetings or whenever required an account of all his transactions as Treasurer and of the financial position of the Association
- be responsible for preparing a draft annual budget for the Association for approval by the board of directors
- immediately advise the board of directors of any financial discrepancies
- arrange for the external accountants to prepare a Notice to Reader for the annual financial statements
- present appropriate financial information to the members at each annual general meeting
- file Form 3 – Annual Summary - with Industry Canada by June 1st of each year

(e) Registrar The Registrar shall:

- be responsible for co-ordinating the registration process for all returning and new players
- maintain accurate registration information and work closely with the Treasurer to ensure all registration monies are received
- ensure that all of the Association's players, teams, bench staff, referees, board of directors and volunteers are properly registered with the ORA
- ensure all required documentation is filed with the Eastern Region by November 15th of each year
- provide each team with a copy of their Team Registration Form (TRF)
- process any necessary changes to the TRF's before January 8th of the playing year
- provide Association members with appropriate receipts that may be required for income tax purposes
- receive 'contact-us' e-mails via the Association's website and respond or forward accordingly

(f) Director of Logistics The Director of Logistics shall:

- secure appropriate ice time from the City of Ottawa or private parties for the operation of the Association within the parameters of the annual budget, including but not limited to pre-season ice, tryout ice, regular season ice and tournament ice
- schedule or cause to be scheduled practice times for all teams in accordance with ice allocation policies as approved by the board of directors
- liaise with the NCRRL and LERQ to provide the required ice for league games and playoffs and ensure the leagues are notified of the tournament commitments of the Association's teams
- distribute game and practice schedules to teams
- oversee the activities of the Referee-in-Chief, Statistician, Equipment Manager and Webmaster

(g) Competitive Coordinator The Competitive Coordinator shall:

- be responsible for all aspects of the operations of the competitive teams including the coach selection process and the player selection process in accordance with board approved policies and procedures, working together with the Recreational Coordinator and Coaching Coordinators as necessary
- act as a liaison between the competitive teams and league, regional and provincial representatives as necessary
- ensure that the competitive coaches obtain the necessary courses and certifications
- coordinate the coach evaluation process for the competitive coaches and ensure issues identified are appropriately addressed

- ensure coaches complete annual player assessment forms for each player
- have served as a member of the board of directors for at least one year prior to assuming the position of Competitive Coordinator

(h) Recreational Coordinator The Recreational Coordinator shall:

- be responsible for all aspects of the operations of the recreational teams including the coach selection process and the player selection process in accordance with board approved policies and procedures, working together with the Competitive Coordinator and the Coaching Coordinators as necessary
- act as a liaison between the recreational teams and the league and ensure all teams are seeded appropriately for league play
- ensure that the recreational coaches obtain the necessary courses and certifications
- coordinate the coach evaluation process for the recreational coaches and ensure issues identified are appropriately addressed
- coordinate player development initiatives for recreational players
- ensure coaches complete annual player assessment forms for each player

(i) Director of Administration The Director of Administration is the primary person responsible for coordinating the administrative aspects of the teams' operations and disseminating administrative information from the board of directors to the team managers. The Director of Administration shall:

- organize and chair a meeting of team managers at the start of the year to communicate all relevant Association and league policies and procedures (team sponsors, dressing room policy, game score reporting, etc.)
- distribute game sheets to teams
- ensure all team managers are certified by Ringette Canada and assist new managers with the process of obtaining their certification
- co-ordinate and track team sponsorships, order and distribute sponsor bars, ensure receipts are sent and sponsor thank you plaques ordered
- disseminate information on an ongoing basis by way of e-mails to team managers and posting to the website
- prepare executive contact sheet and bench staff contact information for use by the board of directors and others and post as necessary to the website
- co-ordinate the Association's special recognition awards
- keep the trophy case at the Richmond arena up to date
- oversee the activities of the banquet committee, association photographer and Loblaws gift card Coordinator

(j) Director at Large The Director at Large shall:

- provide general assistance to the other Executive positions as necessary, with particular emphasis on assisting the Recreational Coordinator, Competitive Coordinator and Director of Administration – duties could include assisting with the tryout process and coordinating player development initiatives
- coordinate special projects, such as fundraising initiatives and corporate sponsorship opportunities
- perform other duties as may be assigned

(k) Past President The immediate Past President, if not re-elected as a member of the board of directors, shall:

- remain a non-voting member of the board of directors for a period not to exceed one year
- act in an advisory capacity and carry out such duties as designated by the board of directors

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

32. For the Protection of Directors and Officers Except as otherwise provided in the Act, no director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, 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 moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

INSURANCE

33. Insurance The board of directors shall be authorized to purchase and maintain comprehensive general liability insurance on behalf of the Association 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 or officer 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, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer 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 office or in respect of any such liability; and

(b) all other costs, charges and expenses which the director, officer 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. Entitlement Membership in the Association shall be available to individuals who are either:

- (a) 18 years of age and over and registered to play ringette with the Association; or
- (b) a parent or a 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. 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.

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

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

38. 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

39. Time and Place of Meetings Subject to compliance with Section 102 of the Act, 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.

40. 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 of members shall be held before May 30th in each fiscal year.

41. Special Meetings Other 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. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

42. Notice Fourteen (14) days written notice shall be given in the manner specified in paragraph 52 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

43. 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.

44. 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.

45. Quorum A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act or by the Letters Patent or any other By-law) shall be ten (10) voting members. No business shall be transacted at any meeting unless the requisite quorum be 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 and the provisions of paragraph 52 with regard to notice shall apply to such adjournment.

46. Chairperson of the Meeting In the event that the President is absent and there is no Vice-President present the members who are present shall choose one of their number to be chairperson. The chairperson shall only vote if a casting vote is required.

47. 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.

48. 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.

49. Voting of 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 By-laws. 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

50. Execution Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by either one of the President or Vice President together with the Treasurer or Secretary. 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 officer or officers or any person or persons 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

51. 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 officer or officers or person or persons, whether or not officers of the Association, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

52. Service Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to any such member or director at their latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

53. Signature to Notices The signature of any director or officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

54. Computation of Time Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Association the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

55. Proof of Service With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 52 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Association as the case may be.

RULES AND REGULATIONS

56. 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, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

BY-LAWS

57. By-laws The board of directors may from time to time enact By-laws relating in any way to the Association or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

FINANCIAL YEAR

58. Financial Year The financial year of the Association shall terminate on the 30 day of May in each year or on such other date as the directors may from time to time by resolution determine

ENACTED this 7th Day of May, 2009

Kathy McCaw
President

Jim Santagati
Secretary

Appendix 1

Discipline Committee Rules of Procedure

The Discipline Committee:

- a) shall be appointed by the Board of Directors to include the Vice-President, the Referee in Chief, the Director of Player Development and other appointees at the discretion of the Board of Directors.
- b) is to have a minimum of three of the above mentioned in a) present for quorum. A recorder will be designated, with minutes forwarded to the Executive Committee.
- c) will meet for a Discipline Hearing within 5 days of the offense, with relevant written documentation from witnesses. The party in question is expected to be in attendance at the hearing. In the case of a minor, a parent or guardian (adult representative) must attend.
- d) may suspend for such time as it deems appropriate, expel or discipline a team, player, coach, trainer, manager, referee, parents and/or guardian of members under the age of 18 years, executive members or directors connected with or forming part of the association thereof for;
 - i) notorious and continued, unfair play, unsportsmanlike 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.
- e) will adhere to and comply with any rules and procedures that are established by any league that the association is affiliated.

will in addition to e) take the following action in the event of:

Minor Penalty (Bench Staff Specifically)

- First Occurrence: No action
- Second Occurrence: Written report (see note below)
- Reoccurrence: Written Report and Discipline Committee Hearing

Misconduct and Match Penalty (Bench Staff and Players)

- First Occurrence: Written Report (see note below) and Discipline Committee Hearing
- Reoccurrence: Written Report, Discipline Committee Hearing and Potential Loss of Team Position

Note: Re: Written Report

- all bench staff present during offense are to write a detailed description of what occurred including lead up events, time, actual events, witnesses, etc.
- incidents involving a member of the bench staff – reports to be submitted to the Coaches Coordinator within 48 hours.
- Incidents involving a player – reports to be submitted to the Director of Player Development within 48 hours.