

# **BERWICK AND DISTRICT RINGETTE ASSOCIATION**

## **BY-LAWS**

### **DEFINITIONS**

1. In these by-laws, unless there be something in the subject or context inconsistent therewith,
  - a. "Association" means the Berwick and District Ringette Association;
  - b. "Board of Directors" means the Board of Directors of the Association;
  - c. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
  - d. "Special Resolution" means the resolution passed by not less than three-fourths of such members entitled to vote as are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### **MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

2. The Association is ultimately accountable to the members of the Association.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.
4. For the purpose of registration, the number of members of the Association is unlimited.
5. The Association may be composed of the Board of Directors, registered coaches, registered volunteers and other members in "good standing" as defined in (6), (7) and (8).
6. A parent or legal guardian of a fully registered minor age ringette player will be accorded membership upon receipt of all registration fees due to date. This membership will be limited to one per family group, defined as the parents or legal guardians of a minor age player(s) plus that minor aged player(s). The membership shall be valid until the next annual general meeting.
7. A fully registered player aged 18 or over will be accorded membership upon receipt of all registration fees due to date.

8. Any persons having an interest in the Association and demonstrating willingness to actively participate in its activities may be sponsored for membership by two members in good standing, and approval of such membership shall be on a majority vote of the Board of Directors. The membership shall be valid until the next annual meeting.
9. Every member of the Association, who is of legal age, shall be entitled to attend any annual general meeting of the Association and to vote at the annual general meeting and to hold office.
10. Membership in the Association shall not be transferable.
11. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, they resign their membership, or if they cease to qualify for membership in accordance with the by-laws.
12. A member in “good standing” is a member who abides by the Memorandum of Association and by-laws of the Association, the rules, articles and regulations of Ringette Canada and Ringette Nova Scotia , have paid all their dues and fees to the Association, and have not had their membership suspended or revoked.
13. Any member who violates either the objects or the by-laws of the Association may be deprived of their membership upon written notification by the Board of Directors.
14. The members may repeal, amend or add to these by-laws by a special resolution.  
No by-law or amendment to by-laws shall take effect until the Registrar approves it.
15. No funds of the Association shall be paid to or be available for the personal benefit of any member.

#### **MEMBER'S MEETINGS**

16. All motions for the AGM will be submitted 15 days prior to the AGM
17. Each member of the Association is entitled to one vote on a motion, resolution or question put to the meeting, but there shall be no proxy voting.
18. The annual meeting of the Society shall be held after the RNS AGM but not later than June 15th on such date as determined by the Board of Directors. The Secretary

shall give notice in writing of the annual general meeting to all active members of the Association at least thirty (30) days before the date on which the meeting is to be held, by email or by posting on the Association's website.

19. A special meeting of the Association may be called at any time by the Board of Directors, or upon written request signed by at least five members in good standing. Such special meeting must be called within fourteen (14) days of such a request.
20. Notice of meetings shall be sufficiently given if mailed by regular mail or email in advance, as required, to all members in good standing as determined by the Board, but non-receipt of such notice by any member shall not invalidate the proceedings of any meeting. Notice must specify the date, place and time of the meeting and the nature of business, such as the intention to propose a special resolution.
21. At the annual general meeting of the Association the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
  - (i) Minutes of the previous annual general meeting,
  - (ii) Consideration of the annual reports of the directors,
  - (iii) Consideration of the annual financial report of the Association, and
  - (iv) Election of directors.
22. A quorum for Annual, General or Special Meetings shall be a minimum of five (5) members in good standing. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
23. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.
24. The President of the Association, or in his or her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at every annual and special meeting of the Association.
25. The Chair shall have no vote except in the case of an equality of votes. In the case

of an equality of votes, he or she shall have the deciding vote.

26. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
27. At any general meeting, unless a poll is demanded by at least one member, a declaration by the Chair that a resolution has been carried and an entry to that effect in the records of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
28. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

## **DIRECTORS**

29. Any member of the Association shall be eligible to be elected a director of the Association and a director of the Association shall be a member.
30. The number of directors shall be five. The subscribers to the Memorandum of Association of the Association shall be the first directors of the Association.
31. The management of the activities of the Association shall be vested in the Board of Directors, who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in a general meeting. The Board in the exercise of these powers shall conform to any regulation or direction that may from time to time be imposed upon it by the membership at an annual or special meeting.
32. The Board of Directors may appoint an executive committee and other committees as they see fit.
33. The Board of Directors of the Association shall consist of elected members who

shall hold office for a period of one year with the exception of the President, who shall hold office for a period of two years. The elected members shall all be voting members of the Board of Directors and consist of the President, Vice President, an Association registrar, Treasurer, and Secretary. The members of the Board of Directors shall perform their duties without remuneration.

34. Any members of good standing of the Association, who are over the age of 18, shall be eligible for election to the Board of Directors.
35. All elections shall take place at the annual general meeting.
36. The membership may nominate members for a Board of Directors position by providing notice to the Secretary not less than 15 days prior to the annual general meeting. Such notice shall set out the name of the member nominated and the position for which the member is nominated. The person being nominated must agree to the nomination in writing.
37. A list of duly nominated candidates and notice of election shall be communicated to the membership, by electronic email and notice of the Association website, not less than ten (10) days prior to the annual general meeting.
38. Voting at the annual general meeting for positions on the Board of Directors shall be by ballots. To be declared elected a candidate must receive fifty (50) percent plus one vote of the ballots cast. In cases where more than two candidates are offering and no candidate receives the required number of votes on a ballot, the candidate with the fewest votes shall be eliminated and a further ballot held. This process shall continue until a winner is determined.
39. The Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.
40. Any position not filled by election at the Annual General Meeting of the Association, due to non-availability of candidates, shall be filled as soon as possible through appointment approved by the majority of the Board of Directors.
41. Any vacancy that may occur within the Board of Directors shall be temporarily filled by appointment from among the members of the Association within thirty (30)

days by the President until the next Annual General Meeting, at which time an election would otherwise be held or an appointment made for the office vacated.

42. A Director or Elected Officer may be removed from office for reasons of incompetence or actions that contravene the policies and principles of the Association as described in the Association's By-Laws and Memorandum of Association. A written complaint against the Director or Elected Officer must be tabled at a Board Meeting by another Director or Elected Officer. If the complaint and recommendation of removal from office is upheld by three of the five members of the Board of Directors, then the Director or Elected officer will be removed and a substitute elected by majority vote of the Board of Directors.
43. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members upon nomination or, if serving as a Director, when the possibility of a conflict is realized. A conflict of interest does not prevent a member from serving as a Director provided that he or she withdraws from the decision making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

#### **DIRECTORS' MEETINGS**

44. The Board of Directors shall meet no less than five times each year.
45. A meeting of the directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice to the directors is required seven (7) days prior to the meeting and must specify the date, place and time of the meeting. Notice may be given by regular mail or email. The non-receipt of notice by any director shall not invalidate the proceedings. Notice can be waived for board meetings with the unanimous approval of the Board.
46. The President or, in his or her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
47. At directors' meetings, where there is an equality of votes, the Chair shall have a

casting vote in addition to the vote he or she has as a member.

48. Where a decision is best addressed before a scheduled Board meeting, the President of the Board shall have the Secretary draft the proposed action and email it to all directors at their respective email addresses. Directors shall have 48 hours to respond to the email, indicating whether they approve the action, disapprove the action or abstain from the vote. A minimum of three (3) directors must respond to the email in order for the decision to be final. The Secretary shall confirm whether the action has passed or failed by email to all directors upon receipt of the individual written responses. The Board will record in the minutes any action taken by email vote at the next meeting of the Board.

## **OFFICERS**

49. The Board of Directors shall appoint officers who shall hold office for a period of one year and shall be a President, a Vice-President, a Treasurer, an Association registrar and a Secretary.

50. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

51. The Vice-President shall perform all the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/ her to do so.

52. The President is the Chief Executive Officer of the Association and shall:

- Preside over all Association meetings and perform all duties generally associated with the office of President;
- Call Special and General Meetings at any time;
- Provide leadership in determining policies and in the administration of the affairs of the Association;
- Be the official representative at all functions or events, unless otherwise stipulated by the Memorandum or By-laws;
- Have the power to suspend members for misconduct, on or off the ice. Such suspensions shall be referred to the Board of Directors within seven (7) days from the day on which the decision to suspend is made. The Board of Directors has the power to uphold or revoke the suspension;
- Maintain signing authority with the Treasurer of the Association;
- In addition to his/ her normal duties, may, at his/ her discretion in emergency

situations, exercise all the authorities of the Board of Directors providing that any such emergency action taken is referred to the Board of Directors for confirmation or rejection within five days;

- By reason of his/ her office, shall automatically be an ex-officio member of all Association committees;
- Shall be responsible for the liaison between the Association and Ringette Nova Scotia and the Central Region Ringette League;
- Submit a report at the annual general meeting; and
- In the event of an extended absence, designate the Vice President to act.

53. The Vice President shall:

- Report directly to and perform all duties assigned by the President and, in the absence of the President, exercise the powers and duties of the President;
- Submit a report for the annual general meeting;
- Serve on committees as required; and
- Other duties as assigned by the President.

54. The Treasurer shall:

- Maintain proper books of account, receive and deposit funds in a chartered financial institution;
- Make disbursements by cheque with the approval of the Board of Director,
- Remit to Ringette Nova Scotia all dues and fees justly owing;
- Present financial reports to the Board of Directors and membership as requested;
- Develop an annual budget for submission to the Board of Directors for approval;
- Provide advice on financial matters;
- Cause annual audit statements to be prepared for submission to the Board of Directors, Annual General Meeting and Registrar of Joint Stock Companies.
- Have signing authority with the President of the Association; and
- Perform all other duties associated with the office of the Treasurer.

55. The Association registrar shall:

- Be responsible for the organization and administration of the registration of Association players;
- Maintain a register of all players, coaches, officials and registered volunteers;
- Coordinate the annual registration with Ringette Nova Scotia;
- Table the report of player registrations for the year at the Annual Meeting;
- Correspond with members regarding outstanding registration fees and late payments;
- Present a report of the year's operation at the annual general meeting;
- Perform other duties associated with registration.

56. The Secretary shall:

- Keep minutes of all Association meetings and distribute within thirty (30) days to



all concerned;

- Maintain a nominal list of all Board of Directors and member contact information;
- Distribute all material deemed necessary by the memorandum and the by-laws;
- Notify members of meetings and other activities in accordance with the By-Laws;
- Shall be responsible for the conduct of any correspondence and ensure the President has full knowledge of it;
- File the annual requirements with the office of the Registrar,
- Perform other duties assigned by the President.

57. Any contracts, deeds, bills of exchange or other instruments and documents made on behalf of the Association shall be authorized by the Board of Directors and executed on behalf of the Association by such Board of Directors members as the Board of Directors may from time to time designate.

## **FINANCE**

58. The fiscal year of the Association shall be the period from April 1 to March 31 annually.

59. The Directors shall annually present to the members a written report on the financial position of the Association. The reports shall be in the form of:

- a. A balance sheet showing its assets, liabilities and equity, and
- b. A statement of its income and expenditures in the preceding fiscal year.

60. A copy of the financial report shall be signed by two directors.

61. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

62. The Association may only borrow money as approved by a special resolution of the members.

63. The members may inspect the annual financial statements at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Association.

64. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/ her duties.

65. The Association shall not make loans, guarantee loans or advance funds to any director.

## **MISCELLANEOUS**

66. The Association shall file with the Registrar of Joint Stock Companies with its annual statement a list of its Board of Directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Board of Directors, notify the Registrar of Joint Stock Companies of the change.

67. The Association shall file with the Registrar of Joint Stock Companies a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

68. The Association shall maintain a register of its members, and shall enter in it the names of every person who is admitted as a member of the Association, together with the following particulars:

- The full name and address of every such person;
- The date on which each person is admitted as a member;
- The date on which any person ceases to be a member,

69. The Association shall make available to any member a copy of its Memorandum and By-Laws by posting same on its website.

70. The operating policies as developed and amended from time to time by the Board of Directors are the operating policies of the Association. Those policies shall be published on the Association website within thirty (30) days of approval by the Board.