

Annexe A to Information Circular dated July 12, 2020

## Timmins Ringette Association



Revised Constitution (Draft - June 2020)

# BY-LAW # 1

## PREAMBULE

### *Mission and Objectives of Timmins Ringette Association*

The objects for which the corporation is incorporated are:

- To carry on the operation of a minor and adult ringette league in the City of Timmins for the purpose of providing a safe place to exercise ringette in the region of Timmins;
- To promote, administer, and develop the game of Ringette as a not for profit organization;
- To teach fair play and sportsmanship with emphasis on the enhancement of good character and citizenship.
- To provide entertainment and fun for the participant.
- To provide an opportunity for all players desiring to participate in the sport of Ringette, regardless of their level of play (i.e. recreational or competitive), giving due consideration to their individual capabilities and interests.
- To supervise and direct its members, including the players, coaches, officials, parents, and spectators.
- To ensure that all members have the opportunity to present their views and have them heard.
- To provide support and opportunity to players, coaches, officials, and administrators to improve their ringette sports skills.
- To actively promote, adhere to, and support the objectives and policies of the provincial and national associations for Ringette.

## Article 1: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Timmins Ringette Association.
- 1.2 Definitions –: In this by-law, unless the context otherwise requires:
- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
  - b. "Association" means the Timmins Ringette Association;
  - c. "Auditor" means an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act;
  - d. "Board" means the board of directors of the Corporation;
  - e. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

- f. "Chair" means the chair of the Board;
  - g. "Corporation" means the Timmins Ringette Association.
  - h. "Days" days including weekends and holidays.
  - i. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
  - j. "Member" means a member of the Corporation;
  - k. "Members" means the collective membership of the Corporation;
  - l. "Officer" means an officer of the Corporation.
  - m. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
  - n. "Special Resolution" means a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.3 Interpretation – Other than as specified in Section 1.2, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
- 1.4 Severability and Precedence - The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- 1.5 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.6 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.7 Affiliations – The Corporation will be affiliated with the Ontario Ringette Association and Ringette Canada and Members will follow the published rules of both organizations.
- 1.8 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.9 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or

unclear, provided such interpretation is consistent with the objects of the Corporation.

- 1.10 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

## **Article 2 : MEMBERSHIP**

- 2.1 Categories – The Corporation has the following categories of Member:
- a. Individual Member – individuals who have agreed to abide by and adhere to the Corporation's By-laws, policies, procedures, and rules (or, if the individual is under the age of 18, who have had a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, and rules on behalf of the individual) including:
    - i. Participants
    - ii. Coaches
    - iii. Officials
    - iv. Other individuals approved by the Directors

### **Admission and Renewal of Members**

- 2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a. The candidate member makes an application for membership in a manner prescribed by the Corporation and provided that
    - i. the Member resides within the boundaries of the City of Timmins; or
    - ii. if the Member resides outside the boundaries of the City of Timmins, such member shall be accepted if openings are available at the Member's level of play.
  - b. The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
  - c. The candidate member has paid dues as prescribed by the Board;
  - d. The candidate member agrees to uphold and comply with the Corporation's governing documents;
  - e. The candidate member meets any other condition of membership as determined by the Board;
  - f. The candidate member has met the applicable definition listed in Section 2.1; and

- g. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Dues and Duration**

- 2.3 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be August 1<sup>st</sup> to July 31<sup>st</sup>.
- 2.4 Dues – Membership dues will be determined annually by the Board and consist of the full registration fees being paid.
- 2.5 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 2.6 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.
- 2.7 Outstanding account of less than 5.00\$ - An outstanding accounts receivable of less than \$5.00 shall be deemed to be paid in full for voting purposes only at the Annual General Meeting and such Member shall be provided a voting right.

### **Transfer, Suspension, and Termination of Membership**

- 2.8 Transfer – Membership in the Corporation is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.10 Termination – Membership in the Corporation will terminate immediately upon:
- The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
  - The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
  - Resignation by the Member by giving written notice to the Corporation;
  - Dissolution of the Corporation;
  - A decision made by a panel in accordance with the Corporation's applicable discipline policies;
  - The Member's death; or

g. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.12 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

### **Good Standing**

2.13 Definition – A Member will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Corporation;
- d. Has complied with the By-laws, policies, and rules of the Corporation;
- e. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Has paid all required membership dues.

2.14 Cease to be in Good Standing – A Member ceases to be in good standing and will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership such as being entitled to ice time, if :

- a. the Board or a Disciplinary Panel as made a decision of suspension of the member, or
- b. payment of house league registration dues and competitive team dues (if member elects to participate in competitive teams) are not received in full forty-five (45) days following the team assignment.

A Member that ceases to be in Good Standing shall not be allowed to participate in any on or off ice activities of the Association, until such time as the Board is satisfied that the Member has met the definition of good standing.

### Article 3 : MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation’s fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

- 3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board seven (7) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.8 Quorum – Ten (10) Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.10 Agenda – The agenda for the Annual Meeting may include:
- a. Call to order
  - b. Establishment of quorum
  - c. Approval of the agenda
  - d. Approval of minutes of the previous Annual Meeting
  - e. Presentation of reports
  - f. Report of Auditors (if any)
  - g. Appointment of Auditors (if any)
  - h. Business as specified in the meeting notice
  - i. Election of new Directors
  - j. Adjournment
- 3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.



## Voting at Meetings of Members

- 3.13 Voting Rights – Members have the following voting rights at all meetings of the Members:
- a. Individual Members who are 18 years old or older may exercise one vote at all meetings of the Members. Individual Members who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Corporation who are younger than 18 years old may exercise three votes. Also, two parents of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.
- 3.14 Multiple Role Members – A Member who has multiple roles with the Corporation (such as a Participant and Coach) may only exercise one vote regardless of how many roles that Member has with the Corporation.
- 3.15 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- 3.16 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
- a. Be signed by the Member;
  - b. Be in a form that complies with the Act;
  - c. Comply with the format stipulated by the Corporation; and
  - d. Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members
- 3.17 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.18 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.
- 3.19 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

## Article 4 : GOVERNANCE

### Composition of the Board

- 9.1 Directors – The Board will consist of nineteen (19) Directors.
- 9.2 Composition of the Board – The Board will consist of the following:
- a. President
  - b. Vice President
  - c. Past President/Appointed Director-at-Large
  - d. Secretary
  - e. Treasurer
  - f. Registrar
  - g. House league Director
  - h. Coach Development
  - i. Player Development
  - j. Media Director
  - k. Fundraising Director
  - l. Tournament Director
  - m. Competitive Director
  - n. Ice Scheduler
  - o. Director-at-large (5 or 6 if no Past President elected).

### Eligibility of Directors

- 9.3 Eligibility – To be eligible for election as a Director, an individual must:
- a. Be eighteen (18) years of age or older;
  - b. Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - c. Have the power under law to contract;
  - d. Have not been declared incapable by a court in Canada or in another country;  
and
  - e. Not have the status of bankrupt.

### Election of Directors

- 9.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 9.5 Nomination – Any nomination of an individual for election as a Director will:
- a. Include the written consent of the nominee by signed or electronic signature;
  - b. Comply with the procedures established by the Nominations Committee; and

- c. Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 9.6 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.
- 9.7 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- 9.8 Elections – All Directors will be elected at every Annual General Meeting of the Members.
- 9.9 Elections upon Nominations – Elections for each Director position will be decided by majority vote of the Members in accordance with the following:
- a. One Valid Nomination – Winner declared by Ordinary Resolution.
  - b. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by coin flip.
- 9.10 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.
- 9.11 Terms – Directors will serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

**Past President/Appointed Director-at-Large**

- 9.12 Past President – The immediate Past President of the Corporation may be appointed into the position of Past President for a one year (1) year term provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. If the Past President position is not filled for any reason, the Board of Directors may by Ordinary Resolution appoint a Director-at-Large for a one (1) year term.

## Resignation and Removal of Directors

- 9.13 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 9.14 Vacate Office – The office of any Director will be vacated automatically if:
- The Director resigns;
  - The Director is found to be incapable of managing property by a court or under Ontario law;
  - The Director is found by a court to be of unsound mind;
  - The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - The Director dies.
- 9.15 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

## Filling a Vacancy on the Board

- 9.16 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

## Meetings of the Board

- 9.17 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 9.18 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

- 9.19 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- 9.20 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 9.21 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 9.22 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office and the presence of the President or Vice President.
- 9.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.
- 9.24 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.
- 9.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 9.26 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 9.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

- 9.28 Standard of Care – Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Powers of the Board**

9.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

9.30 Empowered – The Board is empowered, including but not limited to:

- a. Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-law;
- b. Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than 18 years old), and have the authority to discipline these individuals in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g. Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i. Perform any other duties from time to time as may be in the best interests of the Corporation.

**Powers of the Board**

9.31 Necessary prior approval for a Director to be assigned on a team bench - No Director may act as coach, trainer, or manager of any house league team not competitive team unless prior approved by the Board of Directors.

## Article 5 : OFFICERS

- 9.1 Executive committee – The Executive committee will consist of the President, Vice President, Past President, Secretary and Treasurer. The following shall apply to the Executive committee:
- a. The Executive shall meet prior to the official registration date of the following season.
  - b. The Executive shall meet on a regular basis and or as needed upon being informed of any issues that affect the membership and or association.
  - c. Upon a conflict, the executive shall include the director or manager at charge in relation to the issue brought forward in their meeting.
  - d. In the case of potential conflict of interest by an Executive committee member, such member in a position of conflict shall be substituted by another Director as appointed by the President.
- 9.2 Officers - The Officers will consist of the Executive Committee and the following fifteen (15) Officers as described in the following section.
- 9.3 Duties – The duties of Officers are as follows:
- a. The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will exercise the power and authority of the Association Board of Directors in cases of emergency, subject to ratification by the entire Board at the next meeting, will be charged with the general management and supervision of the affairs and operations of the Corporation, will be the official spokesperson of the Corporation, will ensure the preparation of the Agenda prior to any such meetings, will be an ex-officio member of all standing and ad hoc committees, will co-sign cheques signed by the Treasurer, will ensure that all officers and directors perform their duties and will perform such other duties as may from time to time be established by the Board.
  - b. The Vice President will perform the duties of the President in his/her absence or at his/her request and he/she shall then have all the powers and rights of the President, will assist the President in performing his/her duties and may hold the position of chairman of an ad hoc or any standing committee, in the absence of the President, will co-sign cheques signed by the Treasurer and will perform such other duties as may from time to time be established by the Board.
  - c. The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all

meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, will be the official liaison between the Association and provincial ringette association and ensure that all correspondence is brought before the Association Board of Directors and will perform such other duties as may from time to time be established by the Board.

- d. The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will execute all cheques along with the President or Vice President and will perform such other duties as may from time to time be established by the Board.
- e. The Past President will have a vote in all decisions of the Board, will act as an advisor to the Board of Directors and more precisely be a close advisor for the Executive members of the Board and will carry out all duties assigned by the Board.
- f. The Registrar will organize registrations in late summer of each year, and be responsible for making all necessary arrangements, bookings or programing, will be the sole keeper of waiting lists for each age group, will be responsible for the completion of all TRFs for competitive and house league teams, will ensure the registration all players with the provincial association and Ringette Canada and will perform such other duties as may from time to time be established by the Board.
- g. The Coaching Development Director will act on the behalf of all house league and competitive coaches' to address: concerns, complaints, or protests in all divisions and will participate to any complaints process presented to the House league Director, will be responsible for the advancement of skill level of all coaches, will coordinate all clinics available from the provincial association for coaching skill development, will review all coaches' qualifications and ensure compliance with provincial and national standards for all bench staffs and volunteers and will perform such other duties as may from time to time be established by the Board.
- h. The Player Development Director will be responsible in accepting Player Advancement requests as per the Player Advancement policies of the Association, will act on behalf of all players' concerns, complaints, or protests in all divisions and will participate to any complaints process presented to the



House league Director, will represent every player in all matters pertaining to suspensions or expulsions, will be responsible to coordinate the players' clinics, skill development clinics or other development sources while ensuring player development in accordance with the provincial association or Ringette Canada's guiding principles and volunteers and will perform such other duties as may from time to time be established by the Board.

- i. The House league Director will oversee the regional teams including coach selection, team formation, scheduling, tournament selection and seeding, issue management, and other items, will be responsible for administering and managing all respective divisions in accordance with the Association's rules and regulations, will receive all notices of appeal or protest from all house league players or parents, will participate and assist the Player Development in all player advancement requests made for house league level of plays be responsible for placing players with the division and such decision shall be made prior to December 15th of the playing season, will assist the Tournament Director in the assignment and selection of teams for the house league tournaments and regionals and will perform such other duties as may from time to time be established by the Board.
- j. The Player Development Director will oversee the development programs including supporting the Come-Try-Ringette event, working with the development program coordinator on the on-ice programs, issue management, recruiting new parent volunteers, ensuring progress reports are completed and distributed, and working with the program administrator and equipment manager to help manage the equipment lending programs, shall supervise and select a Player Evaluation Committee in the course of Player Advancement Requests made under Article 14, shall provide a written decision to the Member having made such advancement request once the final decision as been approved by the Board and will perform such other duties as may from time to time be established by the Board.
- k. The Competitive Director will support and assist coaches, managers, players and parents during the competitive season, will oversee TRA's provincial teams including assisting the Coach Development in the coach selection, will supervise and intervene if needed in the team formation, scheduling, tournament assignments, releases, issues with competitive teams management, and other items, will be responsible on requesting competitive team managers for budgets through out the season and will perform such other duties as may from time to time be established by the Board.
- l. The Media Director will be responsible for all promotions dealing with the Association, including media releases and advertising, will work closely with the Webmaster and Facebook Manager for press releases, will coordinate a Ringette Week campaign in conjunction with the provincial association's and

Ringette Canada's promotions, will promote other programs such as Outreach, Ringette for Life or any other programs developed or promoted through the provincial or federal ringette associations and will perform such other duties as may from time to time be established by the Board.

- m. The Fundraising Director will coordinate and promote fundraising events and will perform such other duties as may from time to time be established by the Board.
- n. The Tournament Director will oversee all house league and regional tournament functions, including making accommodations arrangement for the house league teams attending tournaments, will make the selection of head coaches and teams for house league and regional tournaments and will perform such other duties as may from time to time be established by the Board.
- o. The Ice Scheduler will manage ice contracts with the city of Timmins, will ensure assignment of ice for league games and practices and will perform such other duties as may from time to time be established by the Board
- p. The Directors-at-large will provide a supportive role to directors as assigned or requested and will perform such other duties as may from time to time be established by the Board.

9.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

9.5 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

9.6 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

9.7 Other Officers – The Board may determine other Officer positions and the President shall recruit and appoint individuals to fill those positions. Other Officers

need not be Directors and do not have a vote at the Board meetings if not elected Directors. Other Officers report directly to the President.

- a. The following officers, are essential for the proper functioning of the corporation and shall be designated by the President if such position was not filled at the Annual Meeting of the Members:
  - i. The Referee-in-Chief shall be responsible for all officials in the Association including the advancement of their skill levels, must attend Board of Director meetings when invited by the President, shall be responsible for all minor officials (timekeepers, scorekeepers and shot-clock operators or may delegate such duties to a Minor Official assistant), shall provide opportunities for skill advancement for all officials, shall be responsible for scheduling all officials ( or work in pair with a Minor Official assistant) and will perform such other duties as may from time to time be established by the President.
  - ii. The Equipment manager shall be responsible for all equipment of the Association, shall purchase equipment as approved in the budget or requested by the President, shall be responsible to educate coaches, parents, and players about proper equipment use and storage and shall perform such other duties as may from time to time be established by the President.
  - iii. The Minor official Manager shall work closely with the Referee-in-Chief, shall be responsible for all minor officials (timekeepers, scorekeepers and shot clock operators) including ensure their training and propose opportunities for skill advancement of minor officials, shall be responsible for the scheduling of minor officials and will perform such other duties as may from time to time be established by the President.
  - iv. The Web Master shall manage, program and amend the TRA website as requested by the President, shall verify the Association main website associated email and forward any questions or concerns and provide answers or feedback to emails received and will perform such other duties as may from time to time be established by the President.
  - v. The Facebook Manager shall manage, program, amend and upkeep the Association Facebook page, shall verify the Association Facebook messenger comments, concerns or questions received from the public and forward any questions or concerns and provide answers or feedback to messages received and will perform such other duties as may from time to time be established by the President.

## Article 6 : COMMITTEES

- 9.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions.
- 9.2 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 9.3 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Corporation.
- 9.4 Removal – The Board may remove any member of any Committee.
- 9.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

## Article 7 : FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be June 1<sup>st</sup> – May 31<sup>st</sup>.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditor – The Members may at each Annual Meeting appoint an Auditor (as defined under the Public Accounting Act, 2004, as amended) to audit or conduct a review engagement of the accounts of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting provided that the Directors may fill any vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.
- 7.4 Dispensing with Audits or Review Engagements – Should the Corporation meet the requirement set out in the Act for dispensing with audits or review engagements, the Members of the Corporation may pass an extraordinary resolution to not

appoint an auditor and to not have an audit or review engagement in respect of the Corporation's financial year.

- 7.5 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting.
- 7.6 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a. The Corporation's articles and By-laws;
  - b. The minutes of meetings of the Members and of any committee of Members;
  - c. The resolutions of the Members and of any committee of Members;
  - d. The minutes of meetings of the Directors or any committee of Directors;
  - e. The resolutions of the Directors and of any committee of Directors;
  - f. A register of Directors;
  - g. A register of Officers;
  - h. A register of Members; and
  - i. Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 7.7 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 7.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

- 7.9 Borrowing – The Board may from time to time:
- a. Borrow money on the credit of the Corporation;
  - b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
  - c. Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.
- 7.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

#### **Remuneration**

- 7.11 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

#### **Conflict of Interest**

- 7.12 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **Article 8 : AMENDMENT OF BY-LAWS**

- 8.1 Voting – These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to

amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

- 8.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

## **Article 9 : NOTICE**

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **Article 10: DISSOLUTION**

- 10.1 Dissolution – The Corporation may be dissolved in accordance with the Act and Section 10.2.
- 10.2 Charity – The Corporation will distribute its assets and property held or acquired from the proceeds of licensed lottery events (i.e. lottery trust accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario in accordance with the applicable policies of the Alcohol and Gaming Commission of Ontario.

## **Article 11: INDEMNIFICATION**

- 11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.
- 11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11.3 Insurance – The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

## Article 12: OFFICIAL COLORS

- 12.1 The official colours of any Member’s team apparels shall be red for competitive teams and dark blue (or Navy Blue) for all house league Member’s apparels.
- 12.2 Competitive teams and house league regional teams shall share the Timmins Tornados competitive jerseys when possible. Competitive teams shall have priority to the Jerseys when conflicts occur. In the case of scheduling conflicts, the regional house league team may use regular season house league team sponsored jerseys or use any other variation of jerseys prior approved by the Executive Committee.

## Article 13: OFFICIAL LOGO

- 14.1 Association logo - The logo affixed herein shall be the Association’s official logo. This logo may be used by all





Member's upon obtaining prior approval from the Executive Committee.

- 14.2 Competitive team logo - The logo affixed herein shall be the Competitive team's approved logo. This logo may be used by Member's participating in competitive teams representing the Association upon obtaining prior approval from the Executive Committee.



#### **Article 14: PLAYER ADVANCEMENT REQUESTS POLICY**

- 14.1 A Player Advancement Request Form can be found on the corporate website.
- 14.2 Notwithstanding any other stipulations herein, no member shall be permitted to attend a Try out for a higher age division if:
- (1) the player has not participated in the try outs for the member's own age group; and
  - (2) The player shall have received express permission from the Player Development to attend a higher age division play or try out.

#### **Player Evaluation Committee**

- 14.3 The Player Development Director shall select and recruit at least 3 members to form the Player Evaluation Committee (Player Development Director can elect to participate in this committee).
- 14.4 In forming this Player Evaluation Committee, members must be free of real or perceived conflict of interest, specifically, the members should NOT have an interest in the teams affected by their evaluation (e.g. team staff or child involved on either of the affected teams.)

#### **HOUSE LEAGUE Player Advancement Requests**

- 14.5 A separate Player Advancement Request form must be submitted before August 31<sup>st</sup> (prior to the next playing season) for a request to advance divisions at the House league level.
- 14.6 The Member will be Evaluated by the Player Advancement Committee during the season opening 3 on 3 tournament at their own playing level. This will allow the Committee to evaluate the player next to their peers prior to the start of the season in order to make a recommendation before the house league teams are made.

- 14.7 If the player is deemed to be of superior caliber of their age division, they shall be considered for an advancement to the next house league level.
- 14.8 The Board will make the final decision to grant or deny the player advancement request based on the Association policies and on the recommendation of the Player Advancement Committee based on the Factors to consider list in section 13.8.

**COMPETITIVE TEAMS Player Advancement Requests**

- 14.9 If no competitive teams available at member's level of play (i.e. U10): This scenario applies to a Novice age Member wishing to try out for U12 Petite Provincial team, or in a case where for any given reason, there is not a Provincial team at a certain level that season. When a player wishes to play at the next competitive level, and there is no competitive team for their appropriate age group, the following guidelines apply:
- a. For Novice aged Members, only Members in their final year of Novice age will be permitted to try out at the Petite Provincial level subject to the remaining conditions:
    - i. It must be the judgment of the Player Evaluation Committee that based on previous years of play, and overall development, this member stands a reasonable chance of success in trying out at the higher level.
    - ii. No underage member may displace an age appropriate player on a Provincial level team if the age appropriate player is within the caliber expected of a Provincial player. The Player Evaluation Committee will make the final recommendation to the Board. The Board will have the final decision while evaluating other aspects and consequences on granting such request.
- 14.10 Procedures to be followed for Competitive teams Player Advancement Request – The following procedures shall apply:
- a. a Player Advancement request form must be submitted by March 1<sup>st</sup> of the current playing season in order to allow the Player Development Coordinator to form an Evaluation Committee prior to the spring tryouts.
  - b. Player Development Director assembles a “Player Evaluation Committee” to evaluate the player during the current playing season;
  - c. If the Player Evaluation Committee agrees that the player demonstrates superior skills to those in their own age group and stands a reasonable chance during the Provincial team tryout the player will be granted approval to tryout;
  - d. The player will be allowed to attend both spring and fall tryouts;

- e. The player shall make the team at the discretion of the competitive head coach as long as no age appropriate player is displaced if they are within the caliber expected.

**Policy for Competitive team Player Advancement Request (U12+):**

- 14.11 Situations occur where a member's skill level causes the member/parent to consider their participation at the next competitive level. (Note that this differs from the above in that there is an age appropriate team available). In this situation, the ALL of the following criteria shall apply:
- a. the affected member (s) are in the final year of the lower age group;
  - b. a Player Advancement request form must be submitted by March 1<sup>st</sup> of the current playing season in order to allow the Player Development Coordinator to form an Evaluation Committee prior to the spring tryouts;
  - c. Player Development Director assembles a "Player Evaluation Committee" to evaluate the player during the current playing season. If the Member demonstrate appropriate superior competitive caliber as determined by the Player Evaluation Committee; the said member will be granted permission to attend the fall tryout at the next competitive level (ex: U12 will try out for U14);
  - d. The member shall make the team at the discretion of the coach as long as no age appropriate member is displaced if they are within the caliber expected;
  - e. If an age appropriate member is displaced the member making the age advancement should finish the tryouts ranking in the top 50%. (ex: if the coach decides to keep 12 members, the underage member must be ranked at least 6<sup>th</sup> overall);
  - f. It shall be determined that there is a need for a member or more than one member at an older age group in order for a team to be formed at the older age group or to relieve excess numbers at a lower age group or some combination of the two situations

**Final Decision made the Board**

- 14.12 Upon hearing the report of the conclusion of the Player Evaluation Committee, the Board will have the final decision to grant or refuse all Player Advancement Requests.
- 14.13 The Decision of the Board shall be communicated to the member/parent by the Player Development Director. This decision shall be final, binding on all parties and NOT subject to an appeal to the Executive Committee.
- 14.14 While consideration of the request should be undertaken in a timely fashion, care should be taken to enable all of the following factors to be considered:
- a. Prior to the older age group try out, the member must have participated in the try outs for her own age group and shall have received express permission from the Player Development to do so;

- b. No underage member may displace an age appropriate member on a House League or Provincial level team if the age appropriate member is within the caliber expected;
- c. Is the athlete's skill level is *clearly superior* to that of peers in the lower age division;
- d. Will the athlete's development will benefit greater in the next age division than from being a leader in the lower age division;
- e. The number of members of similar skill level in both the higher age group and same age;
- f. Will there be an impact on either age level teams, positive or negative;
- g. The maturity of the underage member including physical, mental and emotional readiness;
- h. Timing of the proposed move to higher age team
- i. Potential for future realignment for both age group teams
- j. Impact on the Association as a whole, present and near future;
- k. Written request deadline dates respected; and
- l. Any other factors that should be considered by the Board in the course of it's final decision.
- m. Team composition - Ample members of appropriate competitive caliber in the age division the member wishes to leave or join;
- n. The member participating in the tryouts for the older age group as a demonstration of their appropriate competitive caliber (Provincial level), they should finish the tryouts ranking in the top 50% UNLESS the underage member is not displacing anyone of appropriate age and caliber
- o. Social factors - age spread, maturity and social issues between the youngest and oldest member on the team;
- p. Is there is a possibility that members wish to only move up at the provincial level and remain at the current house league level (likely for social reasons);

#### **Article 15: MALE PLAYERS POLICY**

14.1 It shall be required that all male players, based on their age, will be registered and play at the next higher division in all age categories if the Player Development, upon evaluation, deems the skills of the male player superior to the other players of the same age. Final discretion and exceptions will require the Board's approval.

#### **Article 16 ADOPTION OF THESE BY-LAWS**

- 16.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on June 22<sup>nd</sup>, 2020.
- 16.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repeal.

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