

North West Vancouver Ringette Association By-Laws

Part 1 – Interpretation

1-1 In these by-laws, unless context otherwise requires:

- a) "Member" means member of the Association.
- b) "Officer" or "Director" means Officer or Director for the time being.
- c) "Board" means Board of Directors for the time being.
- d) "Society Act" means the Society Act of British Columbia as from time to time in force, and all amendments thereto, and includes the regulations made pursuant thereto.

1-2 The definition in the Society Act on the date these by-laws become effective apply to these by-laws.

1-3 Words importing the singular include the plural and vice versa, and words importing female persons include male persons and vice versa, and corporations, societies, or associations.

Part 2 – Membership

2-1 The members are the subscribers for incorporation of the Association, and those persons who subsequently have become members in accordance with these by-laws, and in either case, have not ceased to be members.

2-2 Membership in the Association shall be open to any person of any age.

2-3 The interest of a member is not transferable, save as herein provided.

2-4 A member shall be in good standing when she has been accepted by the Board and has paid her current annual membership dues or fees.

2-5 Every member shall uphold the Constitution and comply with the by-laws and such procedures and regulations as set forth from time to time by the Association.

2-6 No member under the age of eighteen (18) shall be entitled to vote at any meetings of the Association or have right to receive notice thereof.

2-7 Annual dues or fees shall become payable on such date in the current year as the Board may decide and if not paid within thirty (30) days thereof, the member in default shall thereupon automatically cease to be a member, but any such member may, upon payment of all unpaid dues or fees, be reinstated.

2-8 There shall be five (5) classes of members:

- a) Playing Member: All girls registered with the Association who may have use of instructions and facilities and who may play in competitions and exhibitions. A playing member shall not be entitled to the right to vote.
- b) Special Member: Shall be a parent or legal guardian acting on behalf of a playing member under the age of eighteen (18), and such member shall not be entitled to ice privileges or instructions as given by the Association. A special member shall be a person entitled to vote.
- c) Associate Member: Shall be a person entitled to vote but not entitled to ice privileges or instructions as given by the Association.
- d) Honorary Member: Shall be a person who has made outstanding contributions to the welfare of the Association and the sport of Ringette and such member shall be elected by a simple majority at an annual general meeting upon the recommendation of the Board. Honorary members shall be exempt from membership fees or dues and shall not have the right to vote , but shall be otherwise be entitled to all privileges of membership except as herein provided. Unless otherwise recommended by the Board, the honorary membership is for one calendar year.
- e) Lifetime Member: Shall be a person who has made outstanding contributions to the welfare of the Association and the sport of Ringette and such member shall be elected by a simple majority at an annual general meeting upon the recommendation of the Board. Lifetime members shall be exempt from membership fees or dues and shall not have the right to vote, but shall be otherwise be entitled to all privileges of membership except as herein provided.

2-9 The Board shall have the right, without notice, to suspend any member for any violation of the Constitution and the by-laws and such procedures and regulations from time to time in effect. The member so suspended shall have all her rights of membership suspended until the suspension has been dealt with by the Board as herein provided.

2-10 The Board shall have the powers, by a vote of two-thirds of the Board, to expel or suspend any member whose conduct shall be determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who willfully commits a breach of the Constitution or the by-laws. No member shall be expelled or suspended for a period exceeding ten (10) days without having been given notice of the charge or complaint against her and without having the opportunity to be heard by the Board at a meeting specifically called for that purpose. The said member shall be given not less than seven (7) days notice of the date on which this meeting shall be held, and the notice shall set a place and a time for the meeting, and if the member does not attend pursuant to that notice without having given reasonable excuse, the Board shall proceed with the meeting and the member shall be subject to the ruling made thereof.

2-11 A member may be expelled by special resolution of the members passed at a general meeting; the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The subject person of the resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.

2-12 A member shall cease to be a member:

- a) By delivering her resignation in writing to the Board, or by mailing or delivering it to the address of the Association, or
- b) On being expelled, or
- c) On having been a member not in good standing.

Part 3 – General Meetings

3-1 The annual general meeting of the Association shall be held in the City or District of North Vancouver in the Province of British Columbia on such date, place, and time as the Board by resolution determine; with the proviso that the date set must precede Ringette British Columbia's annual general meeting by at least ten (10) days.

3-2 All general meetings, other than the annual general meetings, are extraordinary general meetings.

3-3 The Board may, whenever they think fit, convene an extraordinary general meeting.

3-4 The Board shall, on the written request of ten (10) percent or more of members with the right to vote, forthwith convene an extraordinary general meeting; the request shall state the purpose of the meeting and shall be signed by all the requisitionists and be delivered or sent registered mail to the address of the Association.

3-5 Notice of meeting:

- a) The Association shall give not less than fourteen (14) days notice of the time and place of all general meetings and, in case of special business, shall state the general nature of that business.
- b) Every member with right of vote shall be entitled to receive notice of a general meeting, but such members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing, and an entry in the minute books of such waiver shall be sufficient evidence of the due convening of the meeting.
- c) The accidental omission to give notice of meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

Part 4 – Proceedings at Meetings

4-1 All business shall be deemed special business which is transacted at:

- a) An extraordinary general meeting, other than the adoption of rules of order.
- b) An annual general meeting, except the:
 - (i) adoption of rules or order,
 - (ii) report of the president,
 - (iii) consideration of financial statements,
 - (iv) committee reports,

- (v) election of officers, and directors,
- (vi) appointment of auditors, if any,
- (vii) appointment of delegates,
- (viii) new business.

4-2 The order of business at an annual general meeting shall be:

Recognition of voting members, adoption of agenda, minutes of preceding annual general meeting, President's report, consideration of financial statements, committee reports, special resolutions, elections and appointments, new business.

4-3 A quorum at general meeting is fifteen (15) percent of the current year's members with right to vote, but never less than three (3) persons.

4-4 In the absence of the President and the Vice-President, the members present at any general meeting shall choose another Director to act as Chair and if no Director is present or if all the Directors present decline to act as Chair, the members present shall choose one of their number to be Chair.

4-5 A general meeting may be adjourned from time to time, and place to place, but no business shall be transacted at adjourned meetings other than the business left unfinished at the meeting from which the adjournment took place.

4-6 Resolutions proposed at a meeting must be seconded. The Chair at a meeting may move or propose a resolution. All other procedures at a meeting shall be conducted in accordance with "Roberts's Rules of Order".

4-7 Voting:

- a) On election of Officers and Directors shall be by secret ballot and a simple majority shall elect a nominee
- b) On other resolutions is by show of hands, unless a poll is demanded by three (3) or more members present with right of vote, and shall be decided by;
 - i. a simple majority on ordinary resolutions.
 - ii. a majority of not less than seventy-five (75) percent on special resolutions.

Part 5 – Board of Directors

5-1 The management of the Association shall be vested in a Board, who may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these by-laws or by any applicable statute or law otherwise directed or required to be done by the Association in general meeting.

5-2 No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

5-3 Procedures and regulations enacted or amended by the Board must be ratified at the next annual general meeting, and if they fail to be ratified they cease to be effective immediately and may not be enacted by the Board for at least one (1) year.

5-4 The qualifications for an Officer or Director shall be co-incident with the qualifications for membership in the Association.

5-5 The Board shall be composed of not less than five (5) Officers; a President, Vice-President, Secretary, Treasurer, and Registrar; and not less than five (5) Directors, or such greater number as may be determined from time to time at a general meeting; the Board members shall be elected at an annual general meeting as herein provided. In the event that such election is not by acclamation, then such election shall be by ballot. The immediate Past President shall be a member of the Board.

5-6 The Board of Directors shall retire from office at each annual general meeting when their successors shall be elected; if no successor is elected, the person previously elected or appointed may continue to hold office. A retiring Officer or Director shall be eligible for re-election.

5-7 Vacancies on the Board, however caused, may, so long as a quorum of the Board remain in office, be filled by the Board from among qualified members but if there is not a quorum remaining on the Board, the remaining Board members shall forthwith convene a meeting of the members to fill the vacancy.

5-8 No act or proceeding of the Board is invalidated only by reason of there being less than the prescribed number of Officers or Directors in office, save as herein provided.

5-9 No member of the Board shall be remunerated for being or acting as an Officer or Director, but may be reimbursed for all expenses reasonably incurred by the member while engaged in the affairs of the Association.

5-10 Board Elections shall proceed as follows:

- a) Appoint a Nominating Committee (normally Past-President plus two Members)
- b) Appoint scrutineers
- c) Receive report of Nominating Committee
- d) Call for further nominations from the floor as election for each office takes place
- e) Conduct elections in the order of: President, Vice-President, Secretary, Treasurer, Registrar, and group of Directors
- f) Motion to destroy ballots

5-11 The members of the Association may, by special resolution passed by at least seventy-five (75) percent of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove any Officer or Director before the expiration of his term of office; another Officer or Director may be elected or, by ordinary resolution, appointed to serve during the remainder of the term. The subject person of the resolution for removal shall be afforded an opportunity to be heard at the general meeting, before the special resolution is put to vote. The office of an Officer or Director shall be vacated if:

- a) The member is found mentally incompetent, or becomes of unsound mind, or
- b) Notice in writing is delivered to the Secretary or the address of the Association that the member resigns the office.

Part 6 – Proceeding of the Board of Directors

6-1 A majority of the elected or appointed Board of Directors then in office shall form a quorum for the purpose of transacting business, save as herein provided.

6-2 The Board may meet together at such dates, places, and times, as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and their proceedings as they see fit.

6-3 The President shall be Chair of all meetings of the Board. In the President's absence the Vice-President shall act as Chair, but if neither is present the members of the Board present may choose one of their number to act as Chair at that meeting.

6-4 Two (2) or more Board members may at any time, and the Secretary on request of the President shall, convene a meeting of the Board.

6-5 The Board of Directors may delegate any, but not all, of their powers to committee consisting of such Officer, Director, and member as they see fit. Such committee shall conform to such rules and restrictions that may from time to time be imposed on it by the Board, and which are not by these by-laws or by any applicable statute or law otherwise directed or required to be done by the Association in general meeting.

6-6 No accidental error or omission in giving notice of a Board meeting shall invalidate or make void any proceedings taken thereat, and any Board member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken thereat.

6-7 Questions arising at any meeting of the Board or committee shall be decided by a majority of votes.

6-8 Resolutions proposed at any Board or committee meeting must be seconded. All other procedures at a meeting shall be conducted in accordance with "Roberts's Rules of Order".

6-9 In case of equality of votes, the Chair shall have a casting vote.

6-10 A resolution in writing, signed by all of the Board members and placed with the minutes of the Board is as valid and effective as if regularly passed at a Board meeting.

Part 7- Duties of Officers

7-1 The President shall:

- a) When present, preside at all meetings of the Association and of the Board.

- b) Be charged with the general supervision and management of the affairs and operation of the Association.
- c) Establish such committees as deemed necessary.
- d) Be an ex-officio member of all committees.
- e) Represent the Association at the monthly Lower Mainland Ringette League (LMRL) meetings, the LMRL Annual General Meeting (AGM) and the Ringette British Columbia AGM.
- f) With other Officers sign all contracts, documents, or instruments in writing, as may require the President's signature.

7-2 The Vice-President shall:

- a) Assume the duties of the President in the absence or inability of the latter, or if requested by the President, and shall perform such other duties as requested by the President.
- b) Track the completion of required Association volunteer hours.
- c) Track the receipt of criminal record checks for coaches, managers and other Association volunteers in positions of trust.
- d) Coordinate regular (at least bi-annual) membership surveys and share findings with the Board.
- e) Work with the President and the Board to ensure that the Operating Procedures of the Association remain active and up-to-date.

7-3 The Secretary shall:

- a) Attend all meetings of members and the Board.
- b) Record and circulate all facts and minutes of all proceedings in books kept for that purpose.
- c) Give all notices required to be given to members and the Board.
- d) Be custodial of the Seal of the Association, if any; and of all records, correspondence, contracts, and other documents belonging to the Association, save those kept by the Treasurer and Registrar; which the Secretary shall deliver up only when authorized by a resolution of the Board to do so, and to such person as may be named in the resolution.
- e) Perform such other duties as may from time to time be determined by the Board.

7-4 The Treasurer shall:

- a) Keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account
- b) Deposit all monies or valuable effects in the name and to the credit of the Association in such banks or financial institutions as may from time to time be designated by the Board
- c) Disburse funds in payment of bills as authorized by the Board. All such disbursements shall be by cheque signed by Officers appointed by the Board for that purpose.
- d) Present at each annual meeting and at each Board meeting a report of the financial position of the Association.
- e) Perform such other duties as may from time to time be determined by the Board.

7-5 The Registrar shall:

- a) Prepare and organize the registration of all players and members each year.
- b) Register all players with Ringette British Columbia and Ringette Canada.
- c) Be responsible for verifying, where required, the eligibility of all players, teams, and leagues and reporting any irregularities to the Board.

7-6 The immediate Past-President shall:

- a) Lend experience to the Board and shall assist the Board and the President
- b) Appoint a Nominating Committee at least one (1) month before each annual general meeting which shall prepare and present a full slate of persons prepared to stand for election as Officers and Directors of the Association.

Part 8 – Seal

8-1 The common Seal of the Association, if any, shall be kept in the custody of the Secretary and the Board shall by resolution determine the method of affixing the Seal to any deed, instrument, or document.

Part 9 – Borrowing

9-1 For the purpose of carrying out the objectives of the Association, the Board may, from time to time, borrow or raise or secure the payment or repayment of monies in such a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures; provided that no debentures shall be issued without the sanction of a special resolution of the Association.

Part 10 – Auditor

10-1 The Association may at each annual general meeting appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. No member of the Board or an employee shall be auditor. The auditor shall make a report to the Board on the financial statements that are to be placed before the Association at the annual general meeting.

Part 11 – Alteration of the By-Laws

11-1 The by-laws of the Association shall not be altered or added to except by special resolution of the Association.

Part 12 – Preparation and Custody of Minutes of Proceedings and Other Books and Records

12-1 The Board shall see that all necessary books and records of the Association required by the by-laws and by any applicable statute or law are regularly and properly kept.