



CONSTITUTION AND BY-LAWS

2022-2023

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INTRODUCTION

1. INTRODUCTION

Ringette Manitoba is the Provincial Sport Governing Body that administers, implements, supervises and carries out all matters affecting the Sport on a Provincial basis.

The purpose of Ringette Manitoba is to set and control policies affecting the Sport. Ringette Manitoba is a subsidiary body of Ringette Canada and therefore abides by their Constitution and By-Laws.

Ringette Manitoba is governed by a Board of elected representatives and staff members (ex-officio).

2. DEFINITIONS

2.1 Constitution

The constitution of Ringette Manitoba outlines the following:

- a) Name of the Corporation
- b) Mission Statement and Goals

2.2 By-Laws

The By-Laws of Ringette Manitoba relate to the general conduct of the affairs of Ringette Manitoba, a corporation incorporated under the Manitoba Corporations Act and referred to as the “Corporation” in these By-Laws.

2.3 Policies

The Board may make policies, procedures, and manage the affairs of the corporation in accordance with the Act and the By-Laws.

CONSTITUTION OF RINGETTE MANITOBA

ARTICLE 1 - NAME OF CORPORATION

The name of the Corporation will be Ringette Manitoba INC (Hereinafter called the Corporation).

ARTICLE 2 - MISSION STATEMENT AND GOALS

The Mission Statement Vision and Values of the Corporation are as follows:

Mission

Ringette Manitoba leads development, promotes growth, strives for excellence and maximized exposure of Ringette as a sport for life throughout Manitoba.

Vision

Ringette is a positive, inspiring sport experience reflective of high-quality programs and a growing, diverse community of athletes, coaches, officials and volunteers across Manitoba.

Values

Respect

- Everyone deserves respect at all levels – players, officials, volunteers and staff.
- Differences are valued – Value the decision-making process and honor the decision.

Integrity

- Obligates us to be at all levels:
 - Honest and candid with each other.
 - Transparent and responsible in our actions.
 - Fulfill the promises we make.
 - Admit when we make mistakes.

Fairness

- Positive Environment.
 - Fun
 - Safe
 - Fair
 - Inclusive
 - Holistic development at all levels.

Excellence

- Is an attitude that permeates our policies and practices.
- Is a pursuit worthy of recognition at all levels.
- Being the best you can be at any level.

Teamwork

- All roles are Important, and everyone contributes sharing ideas and learning from experiences both positive and negative.
- We work together and make decisions to benefit Ringette across Manitoba.

RINGETTE MANITOBA BY-LAWS

ARTICLE 1 - GENERAL

- 1.1 PURPOSE – These By-laws relate to the general conduct of the affairs of Ringette Manitoba Inc., a Corporation incorporated under the Manitoba Corporations Act and referred to as “Corporation” in these By-laws.
- 1.2 DEFINITIONS – The following terms have these meanings in these By-laws:
- a) Act – the Manitoba Corporations Act (C.C.S.M. c. C225).
 - b) Corporation – Ringette Manitoba Inc.
 - c) Auditor – an individual appointed by the Members at the Annual General meeting to audit the books, accounts and records of the Corporation for report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or Director of the Corporation..
 - d) Board – the Board of Directors of the Corporation.
 - e) Constitution – A statement compromising the Corporation’s purposes.
 - f) Director-an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g) Membership Year – September 1 – August 31.
 - h) Member – will include all categories of membership pursuant to these By-laws.
 - i) Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - j) Ordinary Resolution – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
 - k) Special Resolution – a resolution passed by not less than two-thirds of the votes cast at a General meeting of Members for which proper notice has been given.
- 1.3 Interpretation – Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include female gender as well as corporate bodies.
- 1.4 Ruling on By-laws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws, which is contradictory, ambiguous or unclear.
- 1.5 Head Office – The head office of the Corporation will be in Winnipeg, Manitoba at such place therein as may from time to time be determined by the Board.
- 1.6 Corporate Seal – The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.7 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.
- 1.8 Conduct of Meetings–Unless otherwise specified in the Act of these By-laws, meeting of members and meeting of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE 2 - MEMBERSHIP

CATEGORIES OF MEMBERSHIP

- 2.1 CATEGORIES – The Corporation has the following classes of membership:
- a) Full Members
 - b) Associate Members
 - c) Honorary Life Members
 - d) Affiliate Members
 - e) Ex-Officio Members

QUALIFICATIONS FOR MEMBERSHIP

- 2.2 FULL MEMBER – Any formally constituted Local Ringette Association (and its delegates) listed below, who is registered as a member of the Corporation, has agreed to abide by the Corporation’s By-laws, policies, procedures and rules and regulations, has paid the dues established by the board:

Six Urban Associations

- a) St. James Ringette Association
- b) North Winnipeg Ringette Association
- c) River East Ringette Association
- d) Transcona Ringette Association
- e) St. Boniface/St. Vital Ringette Association
- f) Southwest Winnipeg Ringette Association

Seven Rural Associations

- g) Central Ringette Association
- h) Eastman Ringette Association
- i) Interlake Ringette Association
- j) Macdonald Ringette Association
- k) Norman Ringette Association
- l) Westman Ringette Association
- m) Parkland Ringette Association

- 2.3 ASSOCIATE MEMBER – Any Ringette League which is registered as a member of the Corporation, has agreed to abide by the Corporation’s By-laws, policies, procedures and regulations.
- 2.4 HONORARY LIFE MEMBERSHIP – Any individual who has rendered exceptional service to the Corporation and approved by Special Resolution of the voting members at an Annual General Meeting. Nominations for Honorary Life Members will be submitted to the Head Office ninety (90) days prior to the Annual General Meeting.
- 2.5 AFFILIATE MEMBER – Any group not directly managed by another member class which is registered as a member of the Corporation, has agreed to abide by the Corporation’s By-laws, policies, procedures and rules and regulations.
- 2.6 EX-OFFICIO MEMBERS – Any individual elected or appointed as a Director of the Corporation.

ADMISSION OF MEMBERS

- 2.7 ADMISSION OF MEMBERS – No individual or organization, excluding Ex-Officio Members, will be admitted as a Member of the Corporation unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Corporation no later than Nov. 15th of each year or a date determined by the Board;
 - b) The candidate member has met one of the requirements defined in section 2.2-2.6;
 - c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - d) If 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; and
 - e) The candidate member has paid dues if any, as prescribed by the Board.

REQUIREMENTS OF MEMBERSHIP

- 2.8 FULL MEMBERS – Full Members seeking admission, or upon the demand of the Corporation, must:
- a) Submit the following:
 - A copy of their current Constitution and By-laws
 - Names and addresses of their Board of Directors, Executive, Community Center or Town Convenors
 - Current list of Full Members’ Members
 - Annual report
 - Dates of invitation, regional and inter-provincial tournaments
 - b) Register all players under their jurisdiction with the Corporation and pay prescribed fee.
- 2.9 Affiliate Members – Affiliate Members involving youth seeking admission, or upon the demand of the Corporation, must:
- a) Submit the following:
 - A copy of their current Constitution and By-laws
 - Names and addresses of their Board of Directors
 - Current list of Affiliate Members’ Members
 - Annual report
 - Dates of invitation, regional and inter-provincial tournaments
 - b) Register all players under their jurisdiction with the Corporation and pay prescribed fee.

MEMBERSHIP DUES

- 2.10 YEAR – Unless otherwise determined by the Board, the membership year of the Corporation will be September 1st – August 31st.
- 2.11 DUES – Membership dues for all categories of Membership will be determined annually by the Board of Directors.
- 2.12 PARTICIPATION – All Members and teams of Members must be registered with the Corporation and fees paid prior to participation in any Association tournament or sanctioned league.
- 2.13 DEADLINE – The Board will determine the deadline date by which membership dues, where levied, must be paid and any applicable penalties upon late payment.

WITHDRAWAL OR TERMINATION OF MEMBERSHIP

- 2.14 TERMINATION – Membership in the Corporation will terminate immediately upon:
- Dissolution of the Corporation.
 - Two thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the Corporation is provided an opportunity to be heard. Failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- 2.15 MAY NOT RESIGN – A member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

GOOD STANDING

- 2.16 DEFINITION – A member of the Corporation will be in good standing provided the Member:
- Has not ceased to be a Member;
 - Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - Has completed and remitted all documents as required by the Corporation.
 - Has complied with the Constitution, By-laws, policies and the rules of the Corporation.
 - Is not subject to a disciplinary investigation or action by the Corporation, or is subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - Has paid all required membership dues.
- 2.17 CEASE TO BE IN GOOD STANDING – Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeals Panels, will not be entitled to vote at meetings of Members, receive notice of member meetings, attend member meetings, speak at member meetings and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership, including but not limited to programs or competitions, until such time as the Board is satisfied that the member has met the definition of good standing as set out above.

ARTICLE 3 - MEETINGS OF MEMBERS

- 3.1 TYPES OF MEETINGS – Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 ANNUAL GENERAL MEETING – The Corporation will hold an Annual General meeting on such a date and at such a time and place as may be determined by the Board, provided the Annual General Meeting is held within sixty (60) days of the Corporation's fiscal year end. The Annual General Meeting may be held virtually or in person.
- 3.3 SPECIAL MEETING – A Special meeting of the Members may be called by President of Ringette Manitoba, at least three (3) Ringette Manitoba Board members excluding the President, or at the written request of at least six (6) Local Association Presidents. Notice of such Special Meeting must be forwarded by mail or e-mail a minimum of fourteen (14) days prior to the date of such meeting, to all members of Ringette Manitoba. The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.4 LOCATION AND DATE – The Corporation will hold meetings of Members at such date, time and place as determined by the Board.

- 3.5 NOTICE – Written notice of the Annual General Meeting will be given to all Members at least forty-five (45) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit members to make informed decisions.
- 3.6 MEETINGS BY TELECOMMUNICATIONS – A member may participate in a meeting of members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed to be present at that meeting.
- 3.7 ADJOURNMENT – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have transacted at the original meeting. No notice will be required for any adjourned meeting.
- 3.8 AGENDA – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Appointment of Scrutineers
 - d) Approval of Agenda
 - e) Adoption of Minutes of the previous Annual Meeting
 - f) Board, Committee and Staff Reports
 - g) Approval of Auditors Report and Financial Statements
 - h) Appointment of Auditors
 - i) Business as specified in the meeting notice
 - j) Election of new Directors
 - k) Adjournment
- 3.9 NEW BUSINESS – Any Member who wishes to have new business placed on the agenda for the AGM will give written notice to the Corporation at least ten (10) days prior to the AGM or upon the sole discretion of the President or designate.
- 3.10 QUORUM – Quorum at a General Meeting will be fifty percent (50%) plus one (1) of the total Voting Full Members.
- 3.11 CLOSED MEETINGS – Meetings of Members will be closed to the public except by invitation of the Board.

VOTING AT MEETINGS OF MEMBERS

- 3.12 VOTING PRIVILEGES— Members, who must be the age of majority, will have the following voting rights at all meetings of Members:
- a) Full Members may appoint a Delegate in accordance with Section 3.13 who may attend meetings of members.
 - The total of Association votes shall be two (2) per Local Association.
 - The total number of popular votes shall be 19 and will be reviewed by the Corporation’s Board every four (4) years upon special request of 2/3 of the general membership.
 - Popular vote is calculated by taking each Local Associations registered playing population on the current year and dividing it by the total playing population within the Corporation.
 - Local Association registered population will be based on numbers as of the January 15th deadline of the current season. That number is then multiplied by the total popular votes to arrive at each Association’s additional votes.
 - b) Associate Members may appoint a Delegate in accordance with Section 3.13 who may participate in meetings of members but is not entitled to vote.
 - c) Honorary Life Members eighteen (18) years of age or older may attend and participate in meetings of members but are not entitled to vote.
 - d) Affiliate Members may appoint a Delegate in accordance with Section 3.13 who participate in meetings of members but if not entitled to vote.
 - e) Ex-Officio Members may attend and participate in meetings of members and are entitled to one (1) vote.
 - f) There will be no cost associated with a member casting any vote they are granted by this constitution.

- 3.13 DELEGATES – Full, Associate and Affiliate Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of members, a Delegate to represent the Full, Associate of Affiliate Member. Delegates must be eighteen years of age and older.
- 3.14 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.
- 3.15 PROXY VOTING – There will be no voting by proxy.
- 3.16 DETERMINATION OF VOTES – Votes will be determined by a show of hands or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.17 MAJORITY OF VOTES – Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE 4 - GOVERNANCE

COMPOSITION OF THE BOARD

- 4.1 DIRECTORS – The Board will be composed as follows:
- a) President
 - b) Vice-President Administration
 - c) Vice-President Finance
 - d) 6 Directors at Large

ELECTION OF DIRECTORS

- 4.2 ELIGIBILITY – Any individual who is eighteen (18) years of age or older, who is a resident of Manitoba, who is not an employee of the Corporation, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt and is not a director or officer of any Association Member Club may apply for election as an elected Director.
- 4.3 RECRUITING COMMITTEE – The Board may appoint a Recruiting Committee, which will be comprised of three individuals appointed by the Board of Directors. The recruiting committee will be responsible to solicit applications for the election of Directors.
- 4.4 APPLICATION – Any application of an individual for election as Director will:
- a) Include the required application completed in full; and
 - b) Be submitted to the Head Office of the Corporation fourteen (14) days prior to the Annual General Meeting and will be circulated by the Head Office of the Corporation to the members seven (7) days prior to the Annual General Meeting.
 - c) Be submitted to the Recruiting Committee at least fourteen (14) days prior to the Annual General Meeting to be included in the slate submitted to the Corporation's Head Office for distribution to the members.
- 4.5 NOMINATIONS FROM THE FLOOR – Nominations will not be accepted from the floor. Applications must be submitted in compliance with by law 4.4 to ensure appropriate screening of volunteers can be completed.
- 4.6 INCUMBENTS – Individuals currently on the Board of Directors wishing to be re-elected are not subject to the application process, but must provide written notice to the Head Office of the Corporation seven (7) days prior to the Annual General Meeting.
- 4.7 CIRCULATION OF APPLICANTS AND PLATFORMS – valid applicants will be circulated to all voting members seven (7) days prior to elections.
- 4.8 ELECTION – The election of Directors will take place annually at the Annual General Meeting as follows:
- a) The Vice-President Administration, Vice-President Finance and three Directors at Large will be elected by the membership at the Annual General meeting held in alternate years to those elected in accordance with subsection b.
 - b) The President and three Directors at Large will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.
 - c) Vacant positions will be eligible for application and election for the remainder of their term.
- 4.9 DECISION – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Application – winner declared upon an ordinary resolution of votes present to accept the application.

- b) Two or More Valid Applications – Winner is the applicant receiving the greatest number of votes. In the case of a tie, the applicant receiving the fewest votes will be deleted from the list of applicants and a second vote will be conducted. If there continues to be a tie and more than two applicants, the applicant receiving the fewest votes will be deleted from the list of applicants until there remains only two applicants or a winner is declared. If only two applicants remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- c) Director at Large Applications – All Director at Large positions will be voted on with the same ballot listing all applicants. Each voter will indicate their chosen applicant(s) up to the number of available Director at Large Positions. The 3 applicants receiving the most overall votes, provided they have received a majority vote, will be declared the winners. If more Director at Large positions are available due to vacancy and there are additional applicants that received a majority vote they will be appointed to those available positions. In the case of a tie for the Director at Large positions, a second vote will be conducted for the applicants and positions impacted. If there continues to be a tie and more applicants than available positions, the applicant receiving the fewest votes will be deleted from the list of applicants until the number of applicants equals the number of positions or winners are declared. If the number of applicants equals the number of available positions and there continues to be a tie, the winner will be decided by either mutual agreement of the two applicants or by Board of Directors resolution.

4.10 TERMS – Elected Directors will serve terms of two years to a maximum of two consecutive terms or until their successors have been duly elected or appointed in accordance with these By-laws, unless they resign, are removed from or vacate their office. However, if there are no other candidates, then the incumbent may hold that position for another full term or until such time as another person is found. Directors may not hold two (2) positions on the board at the same time.

RESIGNATION AND REMOVAL OF DIRECTORS

- 4.11 RESIGNATION – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where 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.
- 4.12 VACATE OFFICE – The office of any Director will be vacated automatically if:
 - a) The Director, without approval, fails to attend three (3) regular Board meetings;
 - b) The Director is found by a court to be of unsound mind;
 - c) The Director becomes bankrupt;
 - d) The Director is not a member; and
 - e) Upon the Director’s death.
- 4.13 REMOVAL – An elected Director may be removed before the expiration of their term by Ordinary Resolution of the voting Members present at an Annual General meeting or Special Meeting. Provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

FILLING A VACANCY ON THE BOARD

- 4.14 VACANCY – Where the position of an Elected Director becomes vacant for whatever reason and there is still quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of vacant position’s term of office.

MEETINGS OF THE BOARD

- 4.15 CALL OF MEETING – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors or the President.
- 4.16 NOTICE – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least seven (7) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.17 NUMBER OF MEETINGS – The Board will hold at least eight (8) meetings per year.

- 4.18 QUORUM – At any meeting of the Board of Directors, quorum shall be 50% plus one (1) of the Directors holding office.
- 4.19 CHAIR – The chair of a Directors meeting will be the President, and in the President’s absence, the Vice-President. If both the President and Vice-President are absent from the meeting, the Board will appoint from among its members a Director to preside over the meeting.
- 4.20 VOTING – Each Director is entitled to vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the motion will be considered defeated.
- 4.21 CLOSED MEETINGS – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.22 MEETINGS BY TELECOMMUNICATIONS – A Director may, if all Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors, by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.
- 4.23 DECISIONS IN LIEU OF MEETINGS – If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

POWERS OF THE BOARD

- 4.24 POWERS OF THE CORPORATION – Except as otherwise provided in the Act or these By-laws, the Board has the powers of Corporation and may delegate any of its powers, duties and functions. The Board shall be vested with the charge and control of the Corporation and of its affairs, funds and properties.
- 4.25 MANAGING THE AFFAIRS OF THE CORPORATION – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these By-laws.
- 4.26 RESPONSIBILITY TO THE MEMBERSHIP – The Board shall consider changes to policy and procedures put forward by no fewer than four (4) **Full Members** at least fourteen (14) days prior to a board meeting. Each member who has signed the proposal may send one delegate to speak on behalf of the proposal. Such proposals must be distributed to all **Full Members** seven (7) days prior to the board meeting and the Board’s decision must be communicated to all **Full Members** within seven (7) days of the meeting.
- 4.27 DISCIPLINE – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.28 EMPLOYMENT OF PERSONS – The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
- 4.29 BORROWING POWERS – The Board may borrow money upon the credit of the Corporation as it deems necessary.

ARTICLE 5 - OFFICERS

- 5.1 COMPOSITION – The Officers will be comprised of the President, Vice-President Administration, Vice-President Finance.
- 5.2 DUTIES – The duties of the Officers are as follows:
- a) The President will be responsible for general supervision of the affairs and will be the official spokesman of the Corporation, will oversee and supervise the Executive Director on behalf of the board, provide leadership, present a report to be presented at the Annual General Meeting and will perform other duties as may from time to time be established by the Board. The President chairs the Personnel Committee. The President may execute the powers of the board failing all efforts for quorum to be established and a decision is required prior to the next date quorum is established. All Presidential emergency decisions will be presented to the full board at the next official meeting of the board.
 - b) The Vice-President Administration will support and assist the President in all duties, assume the duties of the President in their absence, will be responsible for the documentation of all amendments to the Corporation’s Constitution and 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 of Members, Board of Directors and Committees of the Corporation and will perform such other

duties as may from time to time be established by the Board. The Vice-President Administration is a member of the Personnel Committee.

- c) The Vice-President Finance will monitor collection and depositing of all monies, maintain proper financial records, verify for payment all accounts payable, present a financial report for each fiscal quarter to the Board of Directors. The Vice-President Finance and the Executive Director will produce a formal fiscal year budget proposal for discussion and approved by ordinary resolution of the Board of Directors at the first Board meeting of the fiscal year. The Director of Finance will be responsible for presenting the annual audited statements to the members at the AGM. The Vice-President Finance is a member of the Personnel Committee.

5.3 REMOVAL – An Officer will be removed automatically if they are no longer a Director or may be removed by Special Resolution of the voting members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to vote.

5.4 VACANCY – Where the position of an Office becomes vacant for whatever reason and there is still a quorum of Board members, the Board may appoint another qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

COMMITTEES

5.5 APPOINTMENT OF COMMITTEES

- a) Appointment of Standing Committees – The Board may appoint such Standing 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 of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these By-laws.
- b) Appointment of Operational Committees – The Executive Director may appoint such operational committees as they deem necessary for managing the delivery of programming or management of technical staff. They may prescribe the duties of Operational Committees and may delegate to any committee any of their powers, duties, and functions except where prohibited by the Act, the Constitution, or these By-laws.
- Where there is an overlap in responsibilities, the Ringette Manitoba Board will determine the type of committee to appoint.

5.6 COMMITTEE MEMBERS

- a) Standing Committees - Any individual may be appointed to any Standing Committee by the Board or be recommended by a Local Association. The final approval of Standing Committee members rests with the Corporation’s Board. Once an individual has been appointed, they will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member.
- b) Operational Committees – Any individual may be appointed to any Operational Committee by the Executive Director or be recommended by a member. The final approval of the Operational Committee members rests with the Executive Director.

5.7 QUORUM – Unless otherwise prescribed in the Committee’s Terms of Reference, quorum for any committee will be the majority of its voting members.

5.8 TERMS OF REFERENCE – The Board will establish terms of reference and operating procedures for all Standing Committees. The Executive Director will establish terms of reference and operating procedures for all Operational Committees.

5.9 VACANCY – When a vacancy occurs on any Standing Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term. When a vacancy occurs on any Operational Committee, the Executive Director may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

5.10 PRESIDENT EX-OFFICIO – The President shall serve as an ex-officio member of all Committees of the Corporation. The President serves as a voting member on those committees to which they are appointed as a full member with voting privileges as outlined by the Terms of Reference of those Committees.

5.11 REMOVAL – The Board may remove any member of any Committee.

- 5.12 TASK FORCE – All Committees may form and manage Task Forces as required to fulfill a specific assignment. The parent Committee shall be responsible for defining the purpose and duration of the Task Force. Task Forces shall have no decision-making authority but shall, instead, be empowered to develop recommendations for their parent Committee related to the matter for which they were convened. Committees may not delegate their authority to a Task Force.

REMUNERATION

- 5.13 NO REMUNERATION – All Directors, Officers and members of Committees, excluding the Executive Director, will serve their term of office without remuneration except for reimbursement of expenses as approved by Board.

CONFLICT OF INTEREST

- 5.14 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 6 - FINANCE AND MANAGEMENT

- 6.1 FISCAL YEAR – The fiscal year of the Corporation will be May 1st to April 30th, or such period as the Board may from time to time determine.
- 6.2 BANK – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 6.3 DEPOSITS AND WITHDRAWALS – All cheques will be made out to the Corporation and all securities, monies and cheques of the Corporation will be deposited for safe keeping in one of the Corporation's bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.
- 6.4 EXPENDITURES OVER FIVE THOUSAND – Expenditures over five thousand dollars (\$5000) will be decided by the Board of Directors by special resolution at an in-person Board of Directors Meeting.
- 6.5 SIGNING AUTHORITY – All written agreements and financial transactions entered in the name of the Corporation will be signed by any two of the President, Director of Finance or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.
- 6.6 ANNUAL BUDGET – The Director of Finance and the Executive Director will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the last Board meeting of the fiscal year (April).
- 6.7 AUDITORS – At each Annual General Meeting the Members will appoint an auditor (Certified Accountant) to make a report to the members on the financial statements of the Corporation and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Corporation in accordance with generally accepted accounting principles. The auditor will maintain this appointment until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.
- 6.8 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.
- 6.9 PROPERTY – The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.10 BORROWING – The Corporation may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 7 - AMENDMENT OF BY-LAWS

- 7.1 MEMBER AMENDMENT - Any voting member of the Corporation, in good standing, may propose an amendment to the By-laws of the Corporation. This proposal must be submitted in writing to the Corporation's Board of Directors at least forty-five (45) days prior to the meeting at which it is to be considered. The proposed amendment will be presented to the Annual General Meeting or Special

Meetings. No amendment to the By-laws of the Corporation shall be accepted from the floor at any meeting.

- 7.2 VOTING – These By-laws may only be amended, revised, repealed or added to by an affirmative Special Resolution 2/3 majority vote of the total available member votes present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 7.3 NOTICE IN WRITING – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and it is to be delivered to voting members fourteen (14) days prior to the meeting at which it is to be considered.

ARTICLE 8 - NOTICE

- 8.1 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 Corporation, Director or Member, as the case may be.
- 8.2 DATE OF NOTICE – Date of notice will be the date on which receipt of notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 8.3 ERROR IN NOTICE – The accidental omission to give notice of a Meeting of the Directors or 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 9 - DISSOLUTION

- 9.1 DISSOLUTION – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

ARTICLE 10 - INDEMNIFICATION

- 10.1 WILL INDEMNIFY – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Office, their heirs, executors and administrators from and against all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 WILL NOT INDEMNIFY – The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 INSURANCE – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.