

CONSTITUTION

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1. LETTERS PATENT

**Ontario Corporation
Number
446730**

WHEREAS an application has been filed to incorporate a Corporation without share capital under the name

ONTARIO RINGETTE ASSOCIATION

AND WHEREAS the Minister of Consumer and Commercial Relations is the member of the Executive Council to whom the administration of the Corporation Act is assigned.

THEREFORE I, by virtue of the aforesaid powers vested in me, do by these Letters Patent issue a charter constituting the applicants named in the application which is attached hereto and which forms part of these Letters Patent and any other person who become members of the Corporation hereby created, a Corporation without share capital in accordance with the provisions of the said Act.

AND IT IS HEREBY ORDAINED AND DECLARED that the Letters Patent shall also contain and be subject to the following terms, conditions and provisions:

- (a) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its Objects;
- (b) The Corporation is prohibited from occupying and using a house, room or place as a club which, except for the provisions of Paragraphs (a) and (b) of Subsection (2) of Section of The Criminal Code (Canada), would be a common gaming house within the meaning of "common gaming house" as appears under Subsection (1) of the said Section 179; and if it is made to appear to the satisfaction of the Minister that the Corporation purports so to use a house, room or place, these Letters Patent may be cancelled by and in the discretion of the Lieutenant Governor;
- (c) If it is made to appear to the satisfaction of the Minister that the premises occupied by the Corporation are equipped, guarded or other wise constructed or operated so as to hinder or prevent lawful access to and inspection of such premises by police or fire officers or are found fitted or provided with any game of chance or any mixed game or with any device for concealing, means or contrivance, these Letter Patent may be cancelled at the discretion of the Lieutenant Governor;
- (d) Nothing in these Letters Patent shall be construed as a grant of a license within the meaning of Subsection 2 of Section 179 of the Criminal Code (Canada).

Given under my hand and seal of office
at the City of Toronto in the said Province
of Ontario this 20th day of May 1980 A.D.

Minister

Note: The above and following pages are a reproduction of the original Letters Patent document on file with the Ministry of Consumer and Commercial Relations.

**APPLICATION FOR INCORPORATION OF A
CORPORATION WITHOUT SHARE CAPITAL**

TO THE LIEUTENANT GOVERNOR OF ONTARIO

George GORDON GOUTHRO OF THE Township OF Gloucester IN THE Regional Municipality of Ottawa Carleton, calling Businessman.

DEWI WYN JONES OF THE Town OF Ajax IN THE Regional Municipality of Durham, calling Businessman.

AILEEN JEAN STEVENS OF THE City OF Oshawa IN THE Regional Municipality of Durham, calling Housewife.

WE THE APPLICANTS HEREBY APPLY TO YOUR HONOR TO ISSUE BY LETTERS PATENT A CHARTER UNDER THE CORPORATIONS ACT CONSTITUTING US AND ANY OTHER WHO BECOME MEMBERS OF THE CORPORATION WITHOUT SHARE CAPITAL THEREBY CREATED A CORPORATION WITHOUT SHARE CAPITAL AND IN SUPPORT THEREOF STATE THE FOLLOWING:

- 1. EACH OF THE APPLICANTS IS EIGHTEEN OR MORE YEARS OF AGE.**
- 2. THE NAME OF THE CORPORATION TO BE INCORPORATED IS ONTARIO RINGETTE ASSOCIATION.**
- 3. THE OBJECTS FOR WHICH THE CORPORATION IS TO BE INCORPORATED ARE:**
 - (a) To promote, govern and develop the playing of Ringette as a mass participation team sport within the Province of Ontario.
 - (b) To formulate and administer policies beneficial to the sport of Ringette.
 - (c) To foster the highest standards of sportsmanship and friendliness for all participants.
 - (d) To stimulate public awareness and foster spectator interest.
 - (e) To encourage participation as a healthful exercise for improving physical fitness.

- (f) To promote orderly development of the game and to strive for conditions conducive to the safety of all participants.
 - (g) To encourage participants to strive for excellence in team work, team spirit and team discipline.
 - (h) To actively promote the objectives and policies of the National Association as approved by their Directors through specified structures.
 - (i) To provide Clinics and Courses in such areas of expertise as, but not limited to officiating, coaching, leadership and player development within Ringette.
 - (j) The Corporation has the power to accept donation, gifts, legacies and bequests.
 - (k) Upon dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations, which carry on their work solely in Ontario.
- 4. THE HEAD OFFICE OF THE CORPORATION IS TO BE SITUATED IN THE City OF Toronto IN THE Municipality OF Metropolitan Toronto IN THE PROVINCE OF ONTARIO.**
- 5. THE NAMES OF THE APPLICANTS WHO ARE TO BE THE FIRST DIRECTORS OF THE CORPORATION ARE;**
- 1. GEORGE GORDON GOUTHRO, 2203 Emard Crescent, Ottawa, Ontario K1J 6K5
 - 2. DEWI WYN JONES, 1Baker Road, Ajax, Ontario L1S 2T7
 - 3. AILEEN JEAN STEVENS, 72 Springdale Drive, Oshawa, Ontario L1H 7C1

DATED THIS 3RD DAY OF May 1980

2. BY-LAWS

a) By-Law No.1 O.R.A. Affairs

A By-Law relating generally to the transaction of the affairs of the ONTARIO RINGETTE ASSOCIATION.

BE IT ENACTED as a By-Law of ONTARIO RINGETTE ASSOCIATION hereinafter referred to as the "Corporation" as follows:

1. Head Office

The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

3. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of eleven (11) Directors each of whom at the time of his election or appointment or within ten (10) days thereafter and throughout his term of office shall be registered as a Member of the Corporation. Each Director shall be elected to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The Directors, having served two (2) years, shall be retired at such annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

4. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of the Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased

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

5. QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the Directors shall form a quorum for the transaction of business and six (6) of the Directors are deemed a majority. Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or Vice-President Communications, or by the Vice-President Communications on direction of the President or Vice-President Administration or Vice-President Technical, or by the Vice-President Communications on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Vice-President Communications or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' Meeting may also be held, without notice, immediately following the election at the Annual General Meeting of the Corporation to be called a caucus meeting. The Directors may consider or transact any business, either special or general, at any meeting of the Board of Directors. The Directors may hold a meeting by telephone provided each Director can hear each other Director and may speak to each other Director.

6. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall not vote on any matter unless there is a tie in which situation, the Chair shall vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the president his/her duties may be performed

by the Vice-President Administration or such other Director as the Board may from time to time appoint for the purpose.

8. POWERS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, a kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

9. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

10. OFFICERS OF THE CORPORATION

There shall be a President, a Vice-President Administration, A Vice-President Technical, Vice-President Communications and Vice-President Finance and such other officers as the Board of Directors may determine through by-law or regulation from time to time. One person may hold more than one office except the offices of President, Vice-President Administration, Vice-President Communication or Vice-President Finance. The President, Vice-President Administration, Vice-President Technical, Vice-President Communication and Vice-President Finance shall be elected by the Directors from among the Directors-at-Large at the first meeting of the Board, (caucus meeting convened and chaired by the Provincial Nominating Committee Chair or his/her designate) after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of any or all officers shall be settled from time to time by the Board.

11. DUTIES OF PRESIDENT AND VICE-PRESIDENTS

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation.

The President, with the Vice-President Communications, or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.

The Vice-Presidents shall have duties and responsibilities assigned to them as determined in caucus or by the Executive Committee of the Board of Directors.

During the absence or inability of the president to act, his duties and powers may be exercised by the Vice-President Administration, or such other Directors-at-Large as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed without reference there to.

12. DUTIES OF VICE-PRESIDENT COMMUNICATIONS

The Vice-President Communication shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and shall cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to Members and to Directors. He shall be the custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

13. DUTIES OF VICE-PRESIDENT FINANCE

The Vice-President Finance, or person performing the usual duties of a Vice-President Finance, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors at regular meetings thereof or whenever required of him, an account of all his transactions as Vice-President Finance, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

14. DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board of Directors requires of them.

15. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by the President, Vice-President Administration, Vice-President Technical or by the Vice-President Communications, and they shall affix the Seal of the Corporation to such instruments as required the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President Administration, Vice-President Technical, Vice-President Communication, Vice-President Finance or by any person authorized by the Board.

The President, Vice-President Administration, Vice-President Technical, Vice-President Communication, Vice-President Finance, Directors or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary of proper for such purposes, inducting the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any Company or Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the corporation may or shall be executed.

16. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

17. MEMBERSHIP

- a) The Membership shall consist of the applicants for the incorporation of the Corporation and such other individuals, and legal entities as are admitted as Members by the Board of Directors.
 - i) Each Registered Member and Associate Registered Member shall promptly be informed by the Vice-president Communication of his admission as a member.

- ii) Each Registered Member and Associate Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members, and shall vote through a duly authorized representative or delegate.
 - iii) Registered Members and Associate Registered Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.
 - iv) In case of resignation, a Registered Member and Associate Registered Member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.
- b) There shall be nine (9) classes of Membership in the Corporation, namely:
- Charter Members;
 - Registered Members;
 - Associate Registered Members;
 - Registered Affiliate Members;
 - Associate Registered Affiliate Members;
 - Affiliate Members;
 - Associate Members;
 - Honorary Members; and
 - Life Members.
- i) There shall be six (6) Charter Members of the Corporation, being divisions of the Corporation defined geographically within the jurisdiction of the Corporation. Such divisions of the Corporation may be referred to as Regions, and shall be known as the Central, Eastern, Northeastern, Northwestern, Southern and Western Regions. The geographical boundaries of such Charter Members or Regions shall be defined by county, township and/or municipal boundaries as recognized by and within the Province of Ontario, and as set out for more particularity in Subsection Membership herein. Subsection Membership herein is deemed a Regulation and may be amended by the Board of Directors from time to time.
 - ii) Each Charter Member or Region of the Corporation shall include within its Membership, all other classes of Members of the Corporation, the principal residence, head office, or usual domicile of which is situated within the defined geographical boundary of such Charter Member or Region.
 - iii) The by-laws, regulations, policies and procedures of the Corporation apply and shall be applied “mutatis mutandis” in each Charter Member jurisdiction as set out in By-Law No.4 for more particularity.

- iv) A Charter Member or Region, being a division of the Corporation and created by the Corporation shall not have the right to resign, but shall be an agent of the Corporation for those purposes defined by the Board of Directors from time to time.
- v) Registered Members or Associate Registered Members shall be those bodies or organizations within Ontario, be they incorporated or un-incorporated who on application to the Board of Directors, and on meeting their responsibility to the Corporation by payment of dues and fees for the entity becoming a member and for each individual member within said entity, is accepted as a Registered Member or Associate Registered Member by the Charter Member and the Board of Directors of the Corporation. Such bodies or organizations shall include, but are not limited to community clubs; community associations; municipal clubs or associations; clubs, or entities from institutions and other institutions, bodies or organizations recognized by the Board of Directors from time to time. Each Registered Member or Associate Registered Member so recognized shall declare their delegate or representative to the Association in writing, and said delegate or representative shall have the right to cast one (1) vote at all regular meetings of the Association.
- vi) Registered Affiliate Members or Associate Registered Affiliate Members are those individuals registered with the Corporation through their Membership with a Registered Member or Associate Registered Member. Such members shall be represented by the Registered Member or Associate Registered Member delegate or representative at any meeting of the Corporation.
- vii) Affiliate Member shall be any individual, sub-group or team duly registered with the Corporation through or by a Registered Member or Associate Registered Member and recognized by the Corporation as being affiliated in purpose and intent but who do not participate, or cannot participate in the full programs or services of the Corporation, and whose membership application for Affiliate Member status is granted by the Board of Directors of the corporation. Such members shall not vote save and except through the delegate or representative of the Registered Member or Associate Registered Member.
- viii) Associate Members may be granted membership upon application for same to the Board of Directors of the corporation and may include Educational Institutions and out of Province Organizations. Said members shall not have voting rights.
- ix) Honorary Membership may be granted by the Board of Directors to an individual or an entity, which has rendered great service to the Corporation. Such groups may include but are not limited to colleges, universities, primary or secondary schools, ringette leagues, municipal recreation departments and camps. Such members shall not be accorded any voting rights.

- x) Life Membership shall be granted by the Board of Directors to deserving individuals from time to time who have assisted or promoted the sport of Ringette and shall include all “Provincial Builder” Members of the Ontario Ringette Hall of Fame. A Life Member shall be entered on the rolls of the Corporation as a Registered Affiliate Member and shall have all rights of such Members and shall have any dues or fees for such class of membership (Registered Affiliate) waived. The appointment of a Life Member shall be made once and shall be ratified by the Members at the next Annual General Meeting of Members. Such Members shall be accorded voting rights through the appropriate Registered and Charter Members delegate.

18. DUES

- a) There shall be no dues payable by members except such, if any, as shall from time to time, be fixed by vote of Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.
- b) The Board of Directors may levy costs or fees for or on any activity, class of members, or for or on any other matter and may add or vary such cost or fees from time to time.
- c) The Vice-President Communications shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

19. ANNUAL AND OTHER MEETINGS OF MEMBERS

- a) The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- b) At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

- c) The Board of Directors or the President or Vice-President Administration or Vice-President Technical shall have power to call at any time a general meeting of the members of the Corporation and may determine other manner(s) by which a meeting may be called.
- d) No public notice nor advertisement of members' meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by duly appointed representatives or delegates and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. Any official communications organ of the Corporation, circulated generally or specifically to the members may be deemed by the Directors to constitute prepaid mail provided all other provisions as to time are met when same is used for notice.

20. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

21. ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

22. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five percent (25%) of the members present in person or represented by delegate; provided that in no case can any meeting be held unless there are members present represented by delegate from three (3) Charter Members of the corporation.

23. VOTING OF MEMBERS

- a) Subject to the Provisions of Article 17, each member of the Corporation shall at all meetings of members be entitled to one (1) vote and such vote shall be by delegate. Such delegate need be himself a member and before voting shall produce and deposit with the Vice-President Communications sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by delegate to vote at meetings of the Corporation unless he has paid all dues or fees, if any, payable by him.
- b) At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by delegate unless otherwise required by the by-laws of the corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by delegate of such poll shall be deemed the decision of the corporation in general meeting upon the matter in questions.
- c) The Chair shall not vote on any matter at a meeting of members but in case of an equality of votes at any general meeting, whether upon a show of hands or a poll, the Chair shall be entitled to vote and the Chair's vote shall be a second or casting vote.

24. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

25. CHEQUES, ETC.

ALL cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer of officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's

rubber-stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

26. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Directors of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

27. NOTICE

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or her, or their address as the same appears on the books of the Corporation. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

28. AMENDMENT OF BY-LAWS

By-laws of the Corporation may be enacted and the by-laws repealed or amended by-laws or resolutions enacted by a special resolution of the Directors at meeting of the Board of Directors, and sanctioned by special resolution of the members, that is an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the enactment, repeal or amendment of such by-law shall not be enforced nor acted upon till the approval of the solicitors of the Corporation has been obtained as to the by-law, amendment or repeal effecting no redundancy nor contradiction within the by-law and to other by-laws of the Corporation. (For specific procedures, please refer to Regulations, Sport Administration).

29. REGULATIONS

The Board of Directors may prescribe such Regulations not inconsistent with the by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such Regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members, shall from that time cease to have force and effect.

30. INDEMNIFICATION

The Corporation shall indemnify all directors, officers and members in the performance of their duties as set out in Section 122 of the Corporations Act, R.S.O. 1990, c. 38. And/or amendments thereto, and further may purchase such insurance as in their sole discretion they deem advisable for such indemnification.

31. INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of feminine gender as the case maybe, and vice versa, and references to persons shall include firms and corporations and regions, and any other entity recognized by the Corporation.

Unless specifically approved otherwise by the Board of Directors, this By-Law No.1 is applicable “mutatis mutandis” to the operation of each jurisdiction of the Corporation.

In relation to meetings of the Corporation, that is to either annual or general meetings of the members, member refers to the Directors, Charter Members or Registered Members as the context requires or their duly authorized representative or delegate. As to meetings of Charter Members or Regions, or other entities recognized as divisions of the Corporation the same meanings apply, but the jurisdiction of the division may be otherwise determined by the Board of Directors.

The Glossary shall be those definitions applicable in this and all By-Laws of the Corporation, and in any Regulations, Procedures or Rules of the Corporation, and such schedule is a Regulation of the Corporation and may be added to or amended by the Board of Directors from time to time. Such definitions shall take precedence over any definition in the Act, but in any instance wherein the definitions herein are silent, the definitions of the Act shall apply.

PASSED BY THE BOARD OF DIRECTORS and the Members of the Corporation and sealed with the Corporate Seal this 3rd day of May 1980.

“G. Gouthro”
President

“A. Stevens”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 24th day of May 1987.

“B. Welke”
President

“C. McKenzie”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 26th day of May 1991.

“G. Haarmeyer”
President

“J. Cross”
Treasurer

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 23rd day of May 1992.

“L. Clark”
Acting President (1st Vice-President)

“J. Roberts”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 5th day of June 1993.

“L. Clark”
President

“A. Wilson”
Secretary

b) BY-LAW NO.2 DIRECTOR TERMS OF REFERENCE

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION

1. The Directors may from time to time:
 - (a) borrow money on the Credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real of personal property of the Corporation, including book debts, rights. Powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation. From time to time, the directors may authorize and director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
2. The Directors may from time to time by resolution delegate to the President and the Vice-President Communications or to any two officers of the Corporation (including the President or the Vice-President Communications) all or any of the powers conferred on the directors by Article 1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide.
3. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.
4. The powers hereby conferred shall pass to any President or Vice-President Communications upon election or appointment as said officer; any officer other than President or Vice-President Communications (except wherein the Vice-President Communications is synonymous with Vice-President Finance) must be named upon election or appointment as having such power conferred, or same shall not pass ex-officio.
5. This by-law shall be treated as a specific delegation of Powers of Article 25 and 26 of By-Law No.1 of the Corporation.

ENACTED this 3rd day of May 1980.

WITNESS THE SEAL OF Ontario Ringette Association.

“G. Gouthro”
President

“A. Stevens”
Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED by all the members at a general meeting of the membership of the company, duly held on the above-mentioned date.

“G. Gouthro”
President

“A. Stevens”
Secretary

c) **BY-LAW NO.3 SPECIAL RESOLUTION**

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION.

By-Law No.3 is a By-Law passed by special resolution wherein the officers named in By-Law No.2 or any officers named by special resolution in By-Law No.2, are authorized to complete and execute under seal, any corporate documents necessary to provide appropriate bank accounts or other bank documents to carry on the business of the Corporation; such documents being supplied by the Corporation's bank or the Corporation Solicitors under a corporate directive; said documents being for any bank recognized under the Bank Act of Canada, or for any branch of any such bank.

ENACTED this 3rd day of May 1980.

WITNESS THE SEAL OF Ontario Ringette Association.

"G. Gouthro"
President

"A. Stevens"
Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED by all the members at a general meeting of the membership of the Corporation, duly held on the above-mentioned date.

"G. Gouthro"
President

"A. Stevens"
Secretary

d) BY-LAW NO.4 MEMBERSHIP RIGHTS & RESPONSIBILITIES

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION, hereinafter referred to as the "Corporation", as follows:

1. (a) Each Charter Member shall adopt and utilize the By-Laws of the Corporation as its By-Laws, Regulations and Rules for operation within the jurisdiction of said Charter Member.
 - (b) In any instance of alleged conflict, contradiction or matter of interpretation by a Charter Member applying the By-Laws, Regulations, Rules and Procedures of the Corporation, the matter shall be submitted to the Board of Directors of Ontario Ringette Association for resolution and their decision shall be final and binding and there shall be no appeal from their decision.
 - (c) The Charter Member may retain all prerogatives as to amendment, addition or repeal as to regulations, but no such regulation, rules by amendment, addition or repeal shall be acted upon nor have force and effect as to the operation of the By-Laws of the Corporation until such time as the consent of the Corporation has been received in writing.
2. (a) Each Registered Member of each Charter Member shall gain the right to one (1) vote.
 - (b) Registration of a Registered Member is contingent upon acceptance by the Board of Directors of the Corporation of an application by the Registered Member under the terms and conditions included in the By-Laws of the Corporation and as administered by the Corporation and the Charter Member; said application is attestation by the applicant to abide by all by-laws, regulations, rules and procedures of the Corporation.
3. (a) A Registered Member may exercise its vote by delegate only at specified meetings or forums, as delineated by the Board of Directors of the Corporation or a Charter Member from time to time.
4. (a) Voting at Corporation Member Meetings shall be by delegate only, said delegate being the duly elected or appointed representative or delegate of a delineated jurisdiction, namely the Charter Member, or a Registered Member of the Corporation; in all instances upon attendance the delegate shall act for all the constituents of the Charter Member, save and except those Registered Member delegates in attendance in person.
 - (b) In the event the Charter Member (Region) Chairperson cannot attend a General Meeting of the Corporation, a substitute delegate may be appointed by the Charter Member prior to the start of such General Meeting. Such substitute delegate will

have full voting rights as if he/she were the Charter Member Chairperson. Notice shall be given to the Board of Directors of the Corporation prior to the commencement of the General Meeting.

- (c) The substitute delegate for the Charter Member (Region) Chairperson at a General Meeting of the Corporation must be approved by the said Charter Member prior to giving notice of the substitution to the Board of Directors of the Corporation. The Charter Member approval must be forwarded to the office of the Corporation on a Substitution Region Delegate Form signed by the Charter Member (Region) Chairperson and two (2) Registered Member (Associations) within the jurisdiction of the Charter Member.
 - (d) A delegate shall at all Member Meetings of the Corporation be entitled to vote upon attendance at said meeting and shall deal with any matter on behalf of and under the authority and responsibility of their respective constituents, and shall cast a vote for said constituents, on a basis of one (1) vote per Registered Member.
 - (e) The vote cast at any Member Meeting of the Corporation shall be cast in the usual manner of assent or dissent by each delegate save and except vote shall be in writing by each delegate.
5. The Board of Directors of the Corporation shall designate from time to time through the Charter Member the manner and method by which all members are accorded the opportunity to vote and elect directors and such opportunity shall be equal to all members.
6. (a) Each Registered Affiliate Member shall be registered by the Registered Member with whom he or she is affiliated within the Ontario Ringette Association, and the Charter Member thereof within whose jurisdiction the member resides.
- (b) Each Registered Affiliate Member shall upon application to the Registered Member sign on such application a participant agreement set out in M-F-03, Subsection Appendices herein.
- (c) Each Registered Affiliate Member, if not of the age of majority in Ontario shall in addition to the applicant's signature obtain the consent of, or release form, the parent or guardian as next friend of the said applicant and such parent or guardian shall signify by their signature on the applicant's application such consent, participant agreement as per M-F-03, Subsection Appendices herein, and that all other necessary procedures and policies will be adhered to by the said applicant.
- (d) M-F-01, Subsection Appendices herein may be amended from time to time by the Board of Directors of Ontario Ringette Association and shall be deemed to be a variance only and not a by-law amendment requiring special resolution.

ENACTED this 24th day of May 1987.

WITNESS THE SEAL OF ONTARIO RINGETTE ASSOCIATION.

“B. Welke”
President

“C. McKenzie”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 30th day of May 1998.

“B. Evans”
President

“P. Craig”
Vice-President Communications

e) **BY-LAW NO.5 BOARD OF DIRECTORS AND OFFICERS**

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION.

1. (a) The Chair of each Charter Member or Region upon election by the Registered Members of such Charter Member or Region shall be a director ex-officio of the Corporation.
- (b) The Secretary of a Charter Member shall file with the Corporation and within ten (10) days of the Charter Member annual meeting, the Executive Committee Officers of the Charter Member namely the Chair, Vice-Chair, Secretary and Treasurer and such filing shall be by certified copy as set out in A-F-01, Subsection Appendices herein.
- (c) Upon such filing with the Corporation the elected officers shall serve as the officers for the Charter member and at the Annual General Meeting of the Corporation the Chair of the Charter Member shall be installed as a director and as the delegate for the appropriate Charter Member.
- (d) Chair and Secretary positions shall be elected in the same year and the Vice-Chair and Treasurer shall be elected in the same year each having two-year terms save and except in the first year of election wherein the Vice-Chair and Treasurer shall be elected for a one year term only. Thereafter, all officers elected for each Charter Member shall be for a two-year term, or to complete an unexpired term of office.
- (e) The Charter Member Chair for Northwestern, Eastern and Southern Regions shall be elected in even-numbered years; the Chair of Charter Member Northeastern, Central and Western Regions shall be elected in odd-numbered years.
- (f) If at any Annual Meeting of a Charter Member the Chair is not elected in the appropriate year, the Board of Directors of the Corporation reserves the right to appoint a Chair; or continue the term of office of the previous Chair; or otherwise initiate a process to appoint and/or elect a Chair prior to the Annual General Meeting of the Corporation.

ENACTED this 24th day of May 1987.

WITNESS THE SEAL OF ONTARIO RINGETTE ASSOCIATION.

"B. Welke"
President

"C. McKenzie"
Secretary

e) **BY-LAW NO.5 BOARD OF DIRECTORS AND OFFICERS**

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION.

1. (a) The Chair of each Charter Member or Region upon election by the Registered Members of such Charter Member or Region shall be a director ex-officio of the corporation.
- (b) The Secretary of a Charter Member shall file with the Corporation and within ten (10) days of the Charter Member annual meeting, the Executive Committee Officers of the Charter Member namely the Chair, Vice-Chair, Secretary and Treasurer and such filing shall be by certified copy as set out in A-F-01, Subsection Appendices herein.
- (c) Upon such filing with the Corporation the elected officers shall serve as the officers for the Charter member and at the Annual General Meeting of the Corporation the Chair of the Charter Member shall be installed as a director and as the delegate for the appropriate Charter member.
- (d) Chair and Secretary positions shall be elected in the same year and the Vice-Chair and Treasurer shall be elected in the same year each having two-year terms save and except in the first year of election wherein the Vice-Chair and Treasurer shall be elected for a one year term only. Thereafter, all officers elected for each Charter member shall be for a two-year term, or to complete an unexpired term of office.
- (e) The Charter Member Chair for Northwestern, Eastern and Southern Regions shall be elected in even-numbered years; the Chair of Charter Member Northeastern, Central and Western Regions shall be elected in odd-numbered years.
- (f) If at any Annual Meeting of a Charter Member the Chair is not elected in the appropriate year, the Board of Directors of the Corporation reserves the right to appoint a Chair; or continue the term of office of the previous Chair; or otherwise initiate a process to appoint and/or elect a Chair prior to the Annual General Meeting of the Corporation.
- (g) If the sitting delegate of a Registered Member is elected to serve as an officer of a Charter Member, the said delegate shall resign as a delegate of the Registered Member within ten (10) days after his election to the Charter Member position. In such instance the Registered Member shall appoint a new delegate, and such appointment may be concurrent with the resignation of the previous delegate.

- (h) Nominations to a position of an officer within the Charter Member shall be valid provided the nomination is signed by the delegate of at least two (2) Registered Members within the Charter Member registration, and is accompanied by the consent of the person nominated to serve as an officer if elected.
 - (i) A Charter Member shall, when it announces the date and time of its Annual Meeting, provide with such notice the Nomination Form as set out in A-F-02, Subsection Appendices, which Form must be properly and fully completed to be valid, and nominations for the officer positions within the Charter Member shall be open up to and including the day of the Annual Meeting of the Charter Member, but nominations shall be deemed to be closed after the commencement of the Annual General Meeting.
 - (j) The terms and conditions of a Nominating Committee or Nomination Procedures as set out in the remainder of this By-Law, shall apply to a Charter member as it does to the Corporation.
2. (a) A Board of Directors of the Corporation shall be composed of six (6) Directors elected ex-officio and their installation as Directors of the Corporation shall occur on a general motion from the Board of Directors at the Annual General Meeting of the Corporation.
- (b) In addition to the six (6) positions ex-officio there shall be five (5) Members-at-Large elected as Directors of the Corporation.
 - (c) The officers of the Corporation shall be elected Director-at-Large for a two-year term, and shall be elected from among the Director-at-Large, by the Directors to an officers position for one year at a Directors' Caucus Meeting convened and chaired by the Provincial Nominating Committee Chair of his/her designate held immediately following the election of the Director-at-Large at the Annual General Meeting of the Corporation.
 - (d) There shall be a minimum in each even-numbered year of three (3) Directors-at-Large elected and in each odd-numbered year two Directors-at-Large elected. In addition to the minimum number of Directors-at-Large, the unexpired term of office of any Director-at-Large who has retired or resigned and which position is vacant at the time of the Annual General Meeting, or within the sixty (60) days immediately preceding the Annual General Meeting shall be filled by election at the Annual General Meeting, and such election shall be for the unexpired portion of the term only.
 - (e) In the event an officer of a Charter Member is elected as a Director-at-Large of the Corporation, he shall resign his position as such officer of the Charter Member and as delegate for the Charter Member within ten (10) days of such election as a Director-at-Large, and the Charter Member shall have the right to appoint and/or

re-elect a Chair to serve as director ex-officio and as delegate, and upon such appointment and/or election, and upon filing of a certified resolution as per M-F-02, Subsection Appendices, the new director ex-officio to the Board of Directors of the Corporation shall be deemed to be installed.

- (f) In the event that there is an immediate Past President who is not a Director-at-Large or director ex-officio, the immediate Past President shall for the one (1) year period following the election and/or appointment of a President of the Corporation be deemed an ex-officio member of the Board of Directors and shall serve as well, ex-officio, on the Executive Committee of the Corporation.
3. (a) The Board of Directors of the Corporation shall appoint a Chair of the Nominations Committee at least sixty (60) days prior to the Annual General Meeting of the Corporation.
- (b) The Nominations Committee Chair shall include as Committee Members a representative from each Region, but such Directors shall not act as scrutineers.
- (c) The Nominations Committee Chair shall notify all Registered Members of the Corporation and all Charter Member officers that nominations will be accepted for Directors-at-Large and with such notification the Chair shall include the Nomination Form as set out in Subsection Appendices herein.
- (d) The Nominations Committee Chair shall accept nomination from any Registered Affiliate Member for the position of Director-at-Large, nominated by any member of the Nominations Committee; any nominee nominated by three (3) Registered Members; any nominee nominated by any two (2) Charter Members; provided such nominations in substantially or the same Form as A-F-02 Subsection Appendices herein are received by the Corporation at least fifteen (15) days prior to the Annual General Meeting at which time nominations shall be deemed closed. Included with each such nomination shall be the consent of the nominee to serve as a Director-at-Large of the Corporation.
- (e) The Nominations Committee Chair shall not accept a nomination for Director-at-Large of any nominee who has not served at least one (1) year as an officer of a Charter Member; or previously served as a Director on the Board of Directors of the Corporation; or as a Corporation Standing Committee Chair.
- (f) The Nominations Committee Chair, shall, at the time of the scheduled elections during the Annual General Meeting, report to the members, after which the Nominations Committee Chair shall be given the Chair of the meeting, and shall act as Chair pro tem of the meeting until the election of Directors-at-Large is completed. Further, the Chair pro tem, shall recess the Annual General Meeting, and shall convene and chair a caucus of the Directors. Thereafter, the Nominations Committee Chair, as Chair pro tem, shall reconvene the Annual

- General Meeting, and after introducing the officers of the Corporation to the members, shall turn the chair of the meeting over to the President of the Corporation.
4. The Nominations Committee Chair shall submit the Slate of Nominees for all positions to all Registered Members and Charter Members of the Corporation such that same is received at least ten (10) days prior to the Annual General Meeting.
 5. The slate of candidates for the election at the Annual General Meeting shall include sufficient candidates for each position and in the event there are no more candidates nominated than there are positions to be filled, at the Annual General Meeting the Nominations Committee Chair shall make a motion to have all nominee candidates acclaimed to positions of Director-at-Large.
 6. The Nominations Committee Chair, in the event that there are insufficient candidates to fill all the positions which are declared vacant or open for election or re-election, may approach any Registered Affiliate member within the Corporation and the Nominations Committee Chair may nominate such person with the consent of at least one director ex-officio.
 7. The Nominations Committee Chair shall at the election point of the Annual General Meeting conduct the election as Chair pro tem of the meeting at that point in time and the Nominations Committee Chair may appoint such scrutineers as the Chair requires in his discretion and the Nominations Committee Chair shall with the scrutineers inform the meeting of the results of such election when such results are available. Such scrutineers shall be members of the Nominations Committee when acting as scrutineers.
 8. In the event that there is a tie between any two (2) candidates on any ballot, and one of the tied candidates would acquire status as director if there were not a tie vote, the Nominations Committee Chair shall conduct a second election as between the tied candidates only.
 9. The Nominations Committee Chair shall ask if there is any challenge to the ballot results and in the absence of same shall present the election results to the Chair of the meeting, and with not votes recorded, and shall direct the scrutineers to destroy all ballots, such that all election votes remain privileged and confidential.
 10. The only challenge which may be accepted by the Nominations Committee Chair or Chair pro tem of the Annual General Meeting during the election shall be one based on a non-voting member or unqualified Registered Member voting, and in such instance the scrutineers and the Chair pro tem shall determine the validity of the challenge and their decision is final and binding.

11. The results of the election as presented to the Chair of the meeting by the Chair pro tem or Nominations Committee Chair shall be signed by both Chair and shall include only the total votes cast and the total votes disallowed, and the listing of successful candidates with no votes recorded.
12. The caucus of elected Directors convened and chaired by the Provincial Nominating Committee Chair or his/her designate shall meet only for the election of officers by the Directors from amongst the Directors-at-Large and with the remaining or all of the Directors shall set the time for the next meeting of the Board of Directors.
13. The Chair of the Annual General Meeting shall sign the minutes of said meeting together with the new Chair so appointed and/or elected and the Vice-President Communications of the Corporation being the Vice-President Communications who gave notice of the said Annual General Meeting, and their signatures shall deem all election results and appointment of officers conclusive.

ENACTED this 3rd day of May 1987.

WITNESS THE SEAL OF ONTARIO RINGETTE ASSOCIATION.

UNANIMOUSLY SANCTIONED AND CONFIRMED by all the members at a general meeting of the membership of the company, duly held on the above-mentioned date.

"B. Welke"
President

"C. McKenzie"
Secretary

f) BY-LAW NO.6 STANDING COMMITTEES

BE IT ENACTED and it is hereby enacted as a By-Law of ONTARIO RINGETTE ASSOCIATION.

1. A Standing Committee shall consist of a Chair and two (2) members minimally, save and except the Executive Committee which is established by By-Law of the Corporation to be the principal officers of the Corporation.
2. The Chair shall be appointed by the President upon ratification by the Board of Directors.
3. (a) Appointments of Standing Committee Co-ordinators shall be finalized not more than sixty (60) days prior nor less than thirty (30) days prior to the O.R.A. Annual Meeting.

If the position of a Regional Co-ordinator is not filled more than sixty (60) days prior not less than thirty (30) days prior to the O.R.A. Annual Meeting it shall be the responsibility of the Regional Chair to appoint that Co-ordinator, in consultation with the Standing Committee Chair of the Ontario Ringette Association

- (b) The Chair, may, in turn, appoint Committee Members to the number necessary or required upon ratification by the Executive and/or Board of said nominees.
- (c) The Executive Committee, and any member thereof is a member of any Committee of the Corporation ex-officio and ex-officio is membership by right of position. An ex-officio member on attendance, has all the rights, prerogatives and responsibility of any other Committee Member, unless specifically noted otherwise.
4. The Chair of a Standing Committee shall present a program of carrying out the Committee responsibilities for approval at the May Management Meeting in each year.
5. The Chair is responsible for ensuring that a Committee Member is prepared to assume Chair's duties in his absence.
6. The Chair may request the resignation of any Committee Member but such request shall not have force or effect until ratified by the Executive Committee and/or Board.
7. A Committee has the right to recommend with its Annual Report various candidates as Chair for the subsequent year; said recommendations directed to the President.

8. Committees shall operate in a like fashion as to the Board of Directors in relation to who chairs the meetings; voting; chair-voting; etc., and in the event a poll is requested on any motion, and only in that event, a Committee may file a minority report.
9. All Standing Committees are responsible to the Board of Directors and the Board of Directors can remove Committee Members including a Chair or add Committee Members as it sees fit.
10. The Standing Committees of the Association and their responsibilities shall be as follows:

i) Executive Committee

- a) President, Vice-President Administration, Vice-President Technical, Vice-President Communication, Vice-President Finance who shall be responsible for the day to day operations of the Corporation.
- b) The Executive Director, Technical Director, or any other employee, or any member of the Corporation shall be available to attend an Executive Committee Meeting upon request or demand of the Committee.

ii) Nominations Committee

Such Committee shall carry out the responsibilities set out in By-Law No.5.

iii) Management Committee

The Executive Committee when sitting with Standing Committee Chair, either singly or in total, forms the Management Committee and such Committee shall co-ordinate programs and financing of programs of the Corporation.

iv) Adult Development Program

The Adult Development Program shall plan, implement and co-ordinate programs, clinics, resources, and competitive tournaments for the continuing development and attraction of players, coaches, and officials specifically to attract Registered Affiliate Members over the age of 23 years.

v) Coaching Development Committee

The Coaching Development Committee shall plan, implement and co-ordinate clinics, programs and resources for the development, upgrading, and updating of coaching philosophies and techniques.

vi) Elite Development Committee

The Elite Development Committee shall plan, implement and co-ordinate programs, resources and competitive events for the continuing development of athletes with exceptional skills.

vii) Games and Tournaments Committee

The Games and Tournaments Committee shall plan, implement and conduct the Provincial Championships, and develop competition standards for use at all levels within the Corporation.

viii) Hall of Fame Committee

The Hall of Fame Committee shall set standards for the inclusion of candidates in the Hall of Fame, and shall form, and be the Selection Committee for candidates, and shall nominate candidates for inclusion in the Hall of Fame.

ix) Officiating Development Committee

The Officiating Development Committee shall plan, implement and co-ordinate clinics, programs and resources for the development, updating and upgrading of officials, officiating, rules interpretations and rule applications.

x) Sport Development Committee

The Sport Development Committee shall plan, implement and co-ordinate clinics, programs and resources for the development of outreach, promotion, and participant skill development.

xi) Rules Development Committee

The Rules Development Committee shall publicize, and communicate to all participants in the Corporation, and shall co-ordinate with all other Committees, any and all planned rule changes, and in addition, shall seek out proposed rule changes for consideration and recommendation through the appropriate rule change process stated herein.

xii) Appeals/Complaints Committee

The Appeal/Complaint Committee and Appeal Board, shall be Standing Committees of the Corporation in that their function is ongoing in nature. As conflicts of interest must necessarily be avoided, the membership of these

Committees may be varied by the Executive Committee or Board of Directors from and for each case or incident arising or considered. The powers and duties of the Appeals/Complaints Committee and Appeal Board shall be set out in greater detail in By-Law No.7 of the Corporation.

xiii) Membership Services Committee

The Membership Services Committee shall foster the development of a workable plan for Risk Management and Safety in the sport of Ringette. The Committee shall also monitor the O.R.A. Registration Program including the Release Process to ensure a fair and consistent system is implemented. In addition Membership Services will maintain communications with our Life Members and Volunteer Recognition Alumni wherever applicable.

11. Ad Hoc Committees

The Board of Directors of the Corporation, to complete a specific task or carry out a special responsibility, may, at any time, establish by resolution an Ad Hoc Committee by setting out in the implementing resolution, the task, duty or responsibility of such Committee, and appointing a Chair for such Committee. In the resolution of the Board of Directors, it shall be stated if the Committee is exempt from the inclusion of more than one Committee Member.

ENACTED this 24th day of May 1987.

“B. Welke”
President

“C. McKenzie”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 26th day of May 1991.

“G. Haarmeyer”
President

“J. Cross”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 29th day of May 1999.

“J. Benedet”
President

“C. Lauder”
Vice President Communications

g) BY-LAW NO.7 APPEALS/COMPLAINTS

BE IT ENACTED as a By-Law of ONTARIO RINGETTE ASSOCIATION hereinafter referred to as the “Corporation”, as follows:

1. The Corporation and/or the Charter Member thereof may sanction and/or intervene in any activity or action, direct or indirect, related to Ringette within their respective jurisdictions.
 - i) Sanction shall be authorization of any activity or action included in Article 1 hereof and shall thereby include the right to intervene in such activity or action if same is not authorized under the approved rules of the sport or the by-laws and regulations of the Corporation.
 - ii) Intervention may be by penalty or punishment which penalty or punishment may include fine, suspension or rights, cancellation of rights, or any combination of penalty or punishment.
 - iii) Sanction or intervention may be applied on any class of member or the entities or individuals of said class.
 - iv) Sanction or intervention may be applied at any level within the Corporation be it at the local, regional or provincial level and the level shall be determined by the jurisdiction of the entity within the Corporation applying a sanction or intervention in the first instance.
 - v) Any individual or entity of the Corporation against which a sanction or intervention has been applied may appeal the sanction or intervention to the Vice-President Communications of the Corporation and such appeal shall be submitted in writing and accompanied by the stated fees for same as noted in (Regulation Sport Administration, Appeals/Complaints).
2. The Corporation and/or the Charter Member thereof may govern the general conduct during any activity or action, direct or indirect, related to Ringette within their respective jurisdictions whereby the members are expected to treat each other with mutual respect for the betterment of the sport on and off the ice.
 - i) Any individual or entity of the Corporation has the right to submit a complaint as a result of conduct unbecoming of another member, to the Vice-President Communication of the Corporation and such complaint shall be submitted in writing and accompanied by the stated costs for same as noted in regulation Sport Administration, Appeals/Complaints.

3. The Board of Directors shall appoint an Appeals/Complaints Committee at the commencement of each season for the purpose of administering any appeals and/or complaints submitted to the Corporation during the course of the season.
4. In the event a written appeal or complaint is received by the Corporation:
 - i) The Executive Committee of the Corporation upon confirmation of the following:
 - a) the appeal/complaint is received by the prescribed due dates;
 - b) the appeal/complaint is accompanied by the appropriate fees; and
 - c) the appeal/complaint is submitted in written form;
 - d) shall call the Appeals/Complaints Committee to session to review the matter.
 - ii) The Appeals/Complaints Committee shall be established under the procedures delineated in Regulation Sport Administration, Appeals/Complaints.
 - iii) The Appeals/Complaints Committee shall conduct a hearing under the rules delineated in Regulation Sport Administration, Appeals/Complaints.
 - iv) The facts of the matter under appeal shall be established by the Appeals/Complaints Committee and from said facts there shall be no appeal.
 - v) The Appeals/Complaints Committee shall make a decision based on the facts of the matter under review and said decision with the reasons therefore shall be rendered to the parties directly involved in the matter and filed with the Vice-President Communications of the Corporation.
5. In the event a written application for "Leave to Appeal" is received by the Corporation:
 - i) Either party in the matter under review determined by a Appeals/Complaints Committee decision within five (5) days of the date of the Appeals/Complaints Committee decision only on the grounds of improper penalty or punishment or improper application of Corporate policy, or rules and regulations of the Corporation by the Appeals/Complaints Committee.
 - ii) Application for "Leave to Appeal" under Article 5. i) above shall be made to the Vice-President Communications of the Corporation, and shall be submitted in writing, stating the grounds and reasons why "Leave to Appeal" should be granted.
 - iii) The Executive Committee of the Corporation shall, upon receipt of an application for "Leave to Appeal", confirmed by the following:

- a) "Leave to Appeal" is received by the prescribed due date;
- b) "Leave to Appeal" is accompanied by the appropriate fees; and
- c) "Leave to Appeal" is submitted in written form

determine within three (3) days of receipt of application for "Leave to Appeal" whether the said "Leave to Appeal" will or will not be allowed, and their decision is final and binding.

- iv) If "Leave to Appeal" is not allowed, the decision of the Appeals/Complaints Committee is confirmed and shall have force and effect forthwith.
- v) If "Leave to Appeal" is allowed, the Executive Committee shall call to order the Appeal Board (Ontario Ringette Board of Directors) forthwith and set a date within twenty (20) days of receipt of the "Leave to Appeal" for the Appeal Board to sit.

6. Appeal Board

- i) An Appeal Board may make a determination on any matter included in the written submissions for leave to appeal with or without a hearing.
 - ii) Should the Appeal Board convene a hearing both parties to the matter under review shall be given the opportunity to be heard.
 - iii) The Appeal Board may call to the hearing any member of the Corporation to give evidence, or may call any witness, or may demand any corporate documents to determine or assist in determining the matter under review.
 - iv) If the Appeal Board calls any member or witness to give evidence regarding the matter under review the Appeal Board shall convene a hearing.
 - v) The decision of the Appeal Board shall be in writing with reasons therefore to the parties and the decision shall be filed with the Vice-President Communications of the Corporation.
 - vi) The decision of the Appeal Board hearing any matter is final and binding and non-appealable, and the Corporation shall ensure the carrying out of the Appeal Board decision.
7. A suspension of more than one (1) year levied by a Regional Appeals/Complaints Committee or upheld by a Regional Appeals/Complaints Committee, shall be forwarded to the Ontario Ringette Association Board of Directors forthwith upon such levy or confirmation of the suspension (written submission to include all relating documents).

8. A suspension of more than one (1) year levied by a Community Appeals/Complaints Committee or upheld by a Community Appeals/Complaints Committee, shall be forwarded to the respective Charter Member Board of Directors forthwith upon such levy or confirmation of the suspension (written submission to include all relating documents).
9. Sport Administration, Appeals and Complaints Procedures are deemed to be regulations for implementing only and not part of the by-law and as such may be amended from time to time by the Board of Directors.

ENACTED this 24th day of May 1987.

WITNESS THE SEAL OF ONTARIO RINGETTE ASSOCIATION.

“B. Welke”
President

“C. Mckenzie”
Secretary

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 26th day of May 1991.

“G. Haarmeyer”
President

“J. Cross”
Treasurer

And as amended by the Board of Directors and at the Annual General Meeting by special resolution thereafter the 28th day of May 1994.

“L. Clark”
President

“A. Wilson”
Vice-President Communication