

Constitution and By-Laws of the Lower Mainland Ringette League

SECTION A: Constitution

1. The name of the Society is "Lower Mainland Ringette League".
2. The purpose of the Society shall be:
 - a. to administer and organize league competition between ringette teams in the geographic zone commonly known as the "Lower Mainland" of the province of British Columbia (to consist of the BC Government sports Zones 3 Fraser Valley; Zone 4 Fraser River; and Zone 5 Vancouver - Coastal)
 - b. to promote the development of the sport of ringette within our member communities

SECTION B: Bylaws

1. Interpretation

- 1) ACT” means collectively the *SOCIETIES ACT (British Columbia)* and any regulations made thereunder;
- 2) If there is a conflict between a provision in the Constitution or Bylaws and a provision in the Act, the Act prevails;
- 3) Unless otherwise defined herein, the definitions in the Act shall apply to the Constitution and Bylaws;
- 4) Definitions:
 - a) “AGM” means an annual general meeting.
 - b) “BOARD”, “BOARD OF DIRECTORS” or “DIRECTOR(s)” mean the DIRECTORS of the SOCIETY
 - c) “RINGETTE CLUB/ASSOCIATION” or “ASSOCIATION MEMBER” means the dues paying and voting MEMBERS of the SOCIETY
 - d) *Disclosure and Indemnification Agreement* is a form that accompanies the membership application form when the person applying for membership is a minor.
 - e) “GENERAL MEETING” includes an ANNUAL GENERAL MEETING and a SPECIAL GENERAL MEETING;
 - f) “MEMBER” means a member of the SOCIETY;
 - g) MEMBERSHIP RENEWAL DATE” means the date each calendar year, fixed by the BOARD, on which a MEMBER’s annual membership dues are due and payable to the Society.
 - h) “REGISTERED ADDRESS” means a member’s address as recorded in the register of MEMBERS, including the member’s mailing address and email address;
 - i) “SOCIETY” means the Lower Mainland Ringette League.
 - j) “WRITTEN” means any mode of representing or reproducing words in written form, including print, photography, e-mail, and fax;
 - k) “PERSONS” include corporations and associations;
 - l) “VOTING MEMBERS” means those MEMBERS set out in By-law 4; and
 - m) “LEAGUE” and “LMRL” refer to “Lower Mainland Ringette League”
- 5) In constructing these Bylaws, reference shall be had to the *SOCIETIES ACT* and words and expressions used in these By-Laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in the *SOCIETIES ACT*.

6) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

7) The headings in these Bylaws are for ease of reference only and shall be disregarded in interpreting these Bylaws.

2. Dissolution

Should the Lower Mainland Ringette League (LMRL) accumulate any profits, they shall not go to the members, but shall be distributed in the same manner as the assets would be distributed upon the winding-up or the dissolution as hereinafter provided. If, upon the winding-up or dissolution of the Lower Mainland Ringette League, there remains after the satisfaction of all its assets and liabilities, any property or assets, the same shall be given to Ringette British Columbia.

This provision was previously unalterable.

3. Membership

3.1 General:

Association membership shall only include those ringette associations registered with the Lower Mainland Ringette League and Ringette British Columbia within the geographical boundaries of Zone 3, 4 and 5, as set out by the BC Winter Games Society on behalf of the Government of BC.

3.2 ADMISSION OF MEMBERS

- a) Any ringette association within the geographical boundaries of Zone 3, 4, and 5 may apply to the Board of Directors for membership.
- b) All associations are members in good standing except an association who has failed to pay their current annual dues.
- c) Every member shall uphold the Constitution and comply with these Bylaws.
- d) An association shall cease to be a member of the LMRL:
 - i. by submitting their resignation in writing to the Secretary of the LMRL;
 - ii. on being expelled;
 - iii. on having been a member not in good standing for 12 consecutive months.

3.3 EXPULSION OF MEMBERS

- a) A member association may be expelled by a special resolution passed by a 75% majority vote of members present at the General Meeting.

- b) A brief statement of the reason or reasons for the proposed expulsion shall accompany the *Notice for Special Resolution for Expulsion*.
- c) The association that is the subject of the proposed expulsions shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

3.4 CONDUCT OF MEMBERS

- a) The Board of Directors shall have the power to suspend or expel any individual member of an LMRL Association Member (i.e. player, official, parent, etc.) who is found to have acted in conduct detrimental to the interests of the LMRL; or who may have transgressed any of its Rules or Bylaws; or who has failed to cooperate with the LMRL in its efforts to ensure its successful operation. No member shall be expelled until they have been given an opportunity of appearing before a meeting of the Board to answer to any allegations made against them.
- b) A member who has been expelled may be re-admitted to membership by resolution of the Board at a regular meeting thereof, upon the offence being corrected and the payment of any sum in arrears at date of expulsion, together with a fine as set by the Board.
- c) All members are in good standing except a member who has failed to pay their current annual membership dues or any other subscription or debt due and owing by them to the LMRL and is not in good standing so long as the debt remains unpaid.

3.5 ANNUAL DUES

- a) The amount of annual membership dues shall be determined at the Annual General Meeting of the Society.

3.5 MEETINGS OF MEMBERS

- a) Each Association Member in good standing shall be entitled to one (1) vote. The vote will be exercised by the association's representative(s) or in their absence by an Association Member(s) appointed in writing.
- b) General meetings of the Society shall be held at such time and place in accordance with the SOCIETIES ACT, as the Directors decide.
- c) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- d) The Directors may, whenever they think fit, convene an extraordinary general meeting.

- e) Notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
- f) The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- g) The annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4. Proceedings at General Meetings

4.1 SPECIAL BUSINESS

a. Special business of an extraordinary general meeting except the adoption of rules order, and

b. Special business is all business that is transacted at an annual general meeting, except:

- i.** The adoption of rules of order
- ii.** The consideration of the financial statements
- iii.** The report of the directors
- iv.** The report of the Auditor, if any
- v.** The election of directors and/or officers
- vi.** The appointment of the Auditor, if required and
- vii.** Such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

c. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- i.** If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until a quorum is present or until the meeting is adjourned or terminated.
- ii.** A quorum will be 50 per cent of the membership plus 1 but never less than 11(eleven) as the members may determine at a general meeting.
 - a.** The order of business at the general meeting shall be:
 - i.** Reading of the minutes of the last general meeting
 - ii.** President's remarks
 - iii.** Correspondence

- iv. Committee reports
- v. Treasurer's report
- vi. Amendments to the constitution and by-laws
- vii. General business
- viii. Election of Directors and/or officers
- ix. New business
- x. Adjournment

4.2 QUORUM

a. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

e. The President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.

- i.** If, at a general meeting there is no President, Vice-President or other Director present within 15 minutes after the time appointed for the meeting, or
- ii.** If the President and all other Directors present are unwilling to act as Chairperson, and then the members present shall choose one of their members to be Chairperson.

4.3 ADJOURNMENT

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

- i.** Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- ii.** Except as provided in these by-laws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.4 DISPUTES

- i.** Procedural disputes not mentioned in these by-laws shall be governed by *Roberts Rules of Order*, current edition and shall apply to all meetings.

4.5 RESOLUTIONS

- i.** No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.

4.6 VOTING

- i.** In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which she may be entitled as a member and the proposed resolution shall not pass.
- ii.** A member in good standing present at a meeting of members is entitled to one vote.
- iii.** Voting, except in the election of officers, shall be decided by a show of hands, unless a poll be demanded by any member in good standing.
- iv.** Voting by proxy is not permitted.

5. Directors and Officers

5.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by stature or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but subject, nevertheless to the provisions of:

- a. All laws effecting the Society
- b. These By-Laws, and
- c. Rules, not be inconsistent with these by-laws, which are being made from time to time by the Society in general meeting.

No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.2 The President, Vice-President, Secretary, Treasurer and one or more other persons shall be the Directors of the Society.

5.3 The number of Directors shall be 5 or such greater number as shall be determined from time to time at a general meeting.

5.4 The Directors shall retire from office after one (1) year at each annual general meeting when their successors shall be elected. This shall not preclude any Director from standing for re-election.

5.5 Separate elections shall be held for each office to be filled.

1. An election may be by acclamation; otherwise it shall be by ballot.
2. If no successor is elected the person previously elected or appointed continues to hold office.
3. In order to be eligible to hold office the person(s) must be a member of good standing from a Member Association of the LMRL.

5.6 The Directors may at any time and from time to time appoint a member as a director to fill a vacancy on the Board of Directors. Directors so appointed hold office only until the conclusion of the following Annual General Meeting of the Society, but are eligible for reelection at the meeting.

5.7 If a director resigns their office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.

5.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.9 The members may, by special resolution, remove a Director before the expiration of her term of office, and may elect a successor to complete the term of office.

5.10 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

6. Proceedings of Directors

6.1 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

6.2 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be the majority of the directors then in office.

6.3 The President shall be chairperson of all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman, but if neither is present the Directors present may choose one of their numbers to be chairperson at that meeting.

6.4 A director may at any time, and the secretary, on the request of a Director, shall convene a meeting of the Directors.

6.5 The Directors delegate any, but not all, of their powers to committees consisting of such Director or Directors as they see fit.

1. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done. When the business at hand has been reported to the Board, the committee is automatically dissolved.
- a. All committees shall contain a Director of the Society. The President is also a member of any committee and must be notified of all meetings and may attend any meetings at their discretion.
- b. A committee shall elect a chairperson of its meetings; but if no chairperson is elected or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, a Director who is present who is a member of the committee shall be chairperson of the meeting.
- c. The members of a committee may meet and adjourn as they think proper.

6.6 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

6.7 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society, a written waiver of notice, which may be by letter or email of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- a. No notice of meetings of directors shall be sent to that Director, and
- b. All meetings of the directors of the Society notice of which has not been given to that director shall, if a quorum of the Directors is present, be valid and effective.

6.8 Questions arising at any meeting of the directors and committee of Directors shall be decided by a majority of votes.

6.9 In case of an equality of votes the chairperson does have a second or casting vote.

6.10 No resolution proposed at a meeting of directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.

6.11 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if it regularly passed at a meeting of the Directors.

7. Duties of Officers

7.1 The President shall preside at all meetings of the Society and of Directors.

7.2 The President is the chief executive office of the Society and shall supervise the other officers in the execution of their duties.

7.3 The Vice-President shall carry out the duties of the President during their absence.

7.4 The Secretary shall:

- a. conduct the correspondence of the Society
- b. issue notices of meetings of the Society and Directors
- c. keep minutes of all meetings of the Society and Directors
- d. have custody of all records and documents of the Society except those required to be kept by the treasurer
- e. have custody of the common seal of the Society
- f. maintain the register of members

7.5 The Treasurer shall:

- a. keep such financial records including books of account, as are necessary to comply with the Societies Act, and
- b. render financial statements to the directors, members and other when required.

7.6 The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer. Where a Secretary-Treasurer holds office the total number of Directors shall not be less than 5 or such greater number as may have been determined.

7.7 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

8. Seal

8.1 The directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

8.2 The common seal shall be affixed only when authorized by a resolution of Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

9. Borrowing

9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

9.2 No debenture shall be issued without the sanction of a special resolution.

9.3 The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

10. Auditor

This part applies only where the Society is required or has resolved to have an auditor.

10.1 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the Office of Auditor.

10.2 At each annual general meeting the Society shall appoint an Auditor to hold office until he is re-elected or his successor elected at the next annual general meeting.

10.3 An auditor may be removed by ordinary resolution. An auditor shall be informed forthwith in writing of appointment or removal.

10.4 No Director and no employee of the Society shall be auditor.

10.5 The Auditor may attend general meetings.

11. Notice to Members

11.1 A notice may be given to a member, either personally, mail, or email at their registered address.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been

given it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.

11.3 Notice of a general meeting shall be given to

- a. every member shown on the register of members on the day notice is given, and
 - b. The auditor, if part 10 applies.
2. No other person is entitled to receive notice of general meeting.

12. By-laws

12.1 On being admitted to membership, a member is entitled to and will receive at his request, without charge, a copy of the Constitution and By-Laws of the Society.

12.2 These By-Laws shall not be altered or added to except by special resolution.