British Columbia Ringette Association

Doing business as

Ringette BC

Constitution and Bylaws

In force as of December 22, 2016

Section A. Constitution

The name of the SOCIETY is the British Columbia Ringette Association, herein after referred to as Ringette BC or the SOCIETY.

The Purposes of the SOCIETY are:

1. To promote and develop the sport of Ringette throughout the Province of British Columbia and to provide a wholesome, rewarding experience for those participating.
2. To convene, administer and set policies governing the game of Ringette in the Province of British Columbia.
3. To encourage the highest standards of sportsmanship behaviour by players, coaches and officials.
4. To establish conditions conducive to the safety and enjoyment of the participants.

Section B. By-Laws

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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) "ASSOCIATION" means the British Columbia Ringette Association;
   c) "BOARD" or "BOARD OF DIRECTORS" means the DIRECTORS of the SOCIETY for the time being, acting as a body;
   d) "CLUB-ASSOCIATION" means the voting MEMBERS of the SOCIETY and is the body to which players, coaches, Officials, and all volunteers are MEMBERS.
   e) "DIRECTOR(S) means the DIRECTOR(S) of the SOCIETY for the time being;
   f) Disclosure and Indemnification Agreement is a form that accompanies the membership application form when the person applying for membership is a minor.
   g) "GENERAL MEETING" includes an AGM and a SPECIAL GENERAL MEETING;
   h) "MEMBER" means a member of the SOCIETY;
   i) 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.
   j) "REGISTERED ADDRESS" means a member's address as recorded in the register of MEMBERS , including the member's mailing address, email address and fax number;
   k) "SOCIETY" means the British Columbia Ringette Association.
   l) "Written" means any mode of representing or reproducing words in written form, including printing, lithography, typewrite, photography, electronic mail ("e-mail"), and fax;
   m) "PERSONS" include corporations and associations; and
   n) "VOTING MEMBERS" means those MEMBERS set out in By-law 4.
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 Guiding Principles:

2.1 Mission Statement

Ringette BC, along with our MEMBERS and partners, supports a lifelong positive sport experience through skills, character and leadership development.

2.2 Vision

Ringette is a popular sport throughout British Columbia, played and enjoyed by people of all ages and abilities.

2.3 Values

Our BOARD of Directors and Employees are committed to living the values of our SOCIETY. We use these values to guide us in all of our interactions with other MEMBERS, athletes, fellow staff, board MEMBERS, and all community partners.

Partnership: we value the benefits of working together toward common goals

Integrity: we uphold the highest standards in our operations and in fairness and are accountable to our MEMBERS and stakeholders by being transparent in all our processes, challenges and achievements.

Community Focus: all our business operations and sports activities promote positive relationship building among our MEMBERS and their communities.

Sportsmanship: we passionately promote cooperation, fairness, graciousness, honour and humility in all games and in all our operations.

Respect: we consider and respond to a diverse number of perspectives in our operations and decisions.

2.4 Non Profit Purpose:

1) To raise, use, invest and reinvest money to support the activity of the Ringette BC, provided however that no property, funds or income of the Ringette BC shall inure to the private profit of any member, association or person. This provision was previously unalterable.

2) The activities and purposes of the SOCIETY must be carried on without purpose of gain for its MEMBERS, and any income, profits or other accretions must be used to promote the purposes of the SOCIETY. This provision was previously unalterable

3) A director must not be remunerated for acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the SOCIETY. This provision was previously unalterable.

2.5 Growth of Activity

To promote, foster, and develop the playing of ringette throughout the Province of British Columbia.

2.6 Governance of Activity

To formulate, publish, and administer policies beneficial to ringette and enforce laws and regulations governing the sport.

3 Dissolution

In the event of the winding up or dissolution of the SOCIETY (Ringette BC), all funds and assets of the SOCIETY remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations having purposes similar to the purposes of this SOCIETY as may be determined by its MEMBERS at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provision, such funds and assets shall be given or transferred to such other organization or organizations as may be determined by such MEMBERS; provided in any case that to qualify as an organization eligible to receive funds or assets of the SOCIETY, such organization must also be a registered charity under provisions of the Income Tax Act or a department or agency of the federal or provincial government.

If the Ringette BC Association, having received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolves or ceases to exist, any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence shall be distributed by the Ringette BC Association to:

-a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the MEMBERS of the SOCIETY at the time of winding up or dissolution.

-or-

-such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision cannot be altered without the consent of the Registrar of Companies.

This provision was previously unalterable.

4 Membership

4.1 The VOTING MEMBERS of the SOCIETY shall be:

a) League Members which are groups of club-Associations which agree in writing to abide by the CONSTITUTION and Bylaws of the SOCIETY and whose applications for membership in the SOCIETY are accepted by the Directors; and
b) SOCIETY Members which are club-Associations which agree in writing to abide by the CONSTITUTION and Bylaws of the SOCIETY and whose applications for membership in the SOCIETY are accepted by the Directors.
c) Directors of the SOCIETY.

4.2 Non-voting MEMBERS of the SOCIETY shall be:

a) Members of Affiliate Club Teams which agree in writing to abide by the CONSTITUTION and Bylaws of the SOCIETY and whose applications for membership in the SOCIETY are accepted by the Directors; and
b) Individual Members are natural persons who become members of the Society pursuant to the provisions of this Part and whose applications for membership are accepted by the Directors; and
c) PERSONS who are who are natural persons and listed on the register of MEMBERS; and
d) Honourary Members who are such individuals who have rendered consistent, distinctly valuable service to the SOCIETY over a period of years and who are appointed from time to time by the unanimous approval of the Directors.

4.3 The following may apply to the Society for membership:

a) A natural person resident in British Columbia (“Person”); and
b) A Ringette League (“League”) or Ringette Association (“club-Association”) registered with BC Registry and carrying on business primarily in British Columbia

4.4 An application for membership must:

a) be in writing and in a form approved by the Board;
b) include the full name, civic address, e-mail address, and telephone number of the applicant, and such other information as the Board may require;
c) indicate the category of membership sought by the applicant; and
d) if applicable, be accompanied by payment of the Society's annual membership dues.

4.5 The amount of annual membership dues, if any, for each category of membership of the Society, and the annual due date for the payment of same, shall be fixed by the Board in its sole discretion.

4.6 The Board may in its sole discretion approve, postpone for a reasonable time consideration of, or refuse an application for membership.

4.7 The Board may in its sole discretion:

a) require that a Person, on applying for membership and annually thereafter as a Member, complete, sign, and deliver to the Society the membership application the format of which is determined by the Directors;
b) require that a Non-Voting Member become and continue to be a member of an Association which is a Voting Member in good standing; and
c) in the case of an Individual Member or Person who is under 19 years of age, require him to submit a Disclosure and Indemnification Agreement executed by his legal guardian.

4.8 Authorized Representatives:

a) Each League Member and each Association Member shall promptly appoint one person to be its Authorized Representative and may appoint a replacement Authorized Representative from time to time.
b) The appointment or replacement of an Authorized Representative shall be effective upon the Society's receipt of written notice of same.
c) An Authorized Representative must be 19 years of age or older and must be a member of the Society in good standing.
d) An Authorized Representative may attend General Meetings and Annual General Meetings and vote on behalf of his League Member or Association Member, as the case may be.

4.9 Membership:

a) Membership is not transferable.
b) All Members and Authorized Representatives must notify the Society promptly and in writing of any change of mailing address, e-mail address, or telephone number.
c) Voting Members must renew their membership annually, by no later than the Membership Renewal Date each year.
d) The Society shall send a membership renewal notice to each Voting Member at his Registered Address not less than 30 days before the Membership Renewal Date each year.
e) The rights, privileges, responsibilities, and obligations of each category of membership, and the range of potential consequences or penalties to be imposed on a Member for a breach of responsibilities or obligations, must be determined by resolution of the Board.

4.10 Suspension of Membership, and Discipline:

a) Every Member and the Directors must uphold the Society's constitution and must comply with:
    i. the Act;
    ii. the Bylaws;
    iii. all rules, regulations, and policies made by the Society, including without limitation all applicable Codes of Conduct; and

iv. any rules of order governing the conduct of General Meetings and of meetings of the Board.

b) Upon the Society receiving a written complaint (the "Complaint") alleging a breach of the Society's Bylaws, rules, regulations, or policies by a Member, the President of the Society:

i. shall cause a copy of the Complaint to be delivered promptly to that Member at his Registered Address and invite, but not require, the Member to deliver to the President a preliminary written response to the Complaint (the "Preliminary Response") by no later than three calendar days after the date of the Member's receipt of a copy of the Complaint (the "Deadline");

ii. shall concurrently conduct, as promptly as is reasonably possible, a preliminary review of the complaint and the circumstances giving rise to it (the "Review"), the nature, scope, and extent of the Review to be within the sole discretion of the President, which discretion may be exercised arbitrarily; and

iii. after the Preliminary Response is received and reviewed by him or failing receipt the Deadline for same has passed, and after completing the Review, may, in his sole discretion, such discretion not to be exercised unreasonably, order the interim suspension of the Member's participation in some or all ringette activities, pending the final resolution of the complaint by the Board.

c) Subject to the policies and procedures of the Society, the Board may discipline a Member for an act or omission which constitutes a breach of the Society's Bylaws, rules, regulations, or policies by a vote of at least two-thirds of the Directors, and the Member must be given:
   i. reasonable notice of the Board meeting at which the resolution will be considered; and
   ii. a reasonable opportunity to make representations to the Board before the resolution is put to a vote.

4.11 Lapse of Membership in Good Standing, and Termination of Membership:

a) A Member becomes a Member not in good standing upon failing to pay a debt due and owing to the Society, including without limitation his annual membership dues

b) A Member shall cease to be a member of the Society upon any of the following occurring:
   i. the Society's receipt of the Member's written resignation;
   ii. the death of the Member or the dissolution of the corporate Member;
   iii. upon being expelled pursuant to the Bylaws; or
   iv. upon being a Member not in good standing for any period of 30 consecutive days.

c) A Member may be expelled from the Society by special resolution voted upon at a General Meeting, provided that the Society must:
   i. send to the Member written notice of the proposed expulsion, including reasons; and
   ii. give the Member a reasonable opportunity to make representations to the Society, either before or at that General Meeting, respecting the proposed expulsion before the resolution is put to a vote.

5 Meetings of MEMBERS

5.1 Meetings must be held at the time and place fixed by the Board in accordance with the ACT.

5.2 The Board in its sole discretion may call a GENERAL MEETING.

5.3 Notice of a GENERAL MEETING must specify:

a) Date, time and location of the meeting,
b) include the text of any special resolution to be proposed at the meeting,
c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit those receiving the notice to form a reasoned judgment concerning that business, and
d) be sent to the MEMBERS not fewer than 14 days but not greater than 60 days before the meeting.

5.4 Notice of a GENERAL MEETING must be sent to the Members at their Registered Address and may be sent via regular mail, e-mail, or facsimile transmission.

5.5 The Society may send a notice of a General Meeting to any other person. A notice of a General Meeting sent by mail is deemed to have been received two days after being dispatched.

5.6 A notice of a General Meeting sent by e-mail or facsimile transmission is deemed to have been received 24 hours after having been dispatched.

5.7 A member must promptly and in writing notify the SOCIETY of any change in the member's name, address, e-mail address, Authorized Representative, or telephone number

6 General Meetings and Annual General Meetings

6.1 The business at an AGM is to:

a) elect a chair, if required,
b) determine that there is quorum,
c) adopt rules of order,
d) approve the agenda,
e) minutes of the last AGM and any intervening GENERAL MEETINGs,
f) consider the report of the BOARD on its activities and decisions since the last AGM,
g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
h) appoint an auditor, if any,
i) elect directors,
j) business arising out the financial statements, the auditor's report, the report of the BOARD, and any matter about which notice has been given in the notice of the meeting,
k) special resolutions, if any, of which notice has been given as required by the ACT and the bylaws,
l) any MEMBERS' proposals under section 81 of the ACT, and
m) Adjourn.

The financial statements presented to an AGM must comply with the ACT.

6.2 The business at a General Meeting other than an AGM is limited to:

a) adopting rules of order;
b) the resolutions to be considered pursuant to a requisition of General Meeting under s. 75 of the Act; and
c) the resolutions to be considered upon the Board calling a General Meeting pursuant to s. 5.3 of the Bylaws.

6.3 Procedures for General Meetings and Annual General Meetings

a) A quorum is established if there are present at the start of the meeting three or more Authorized Representatives constituting at least 25 per cent of the Voting Members.
b) If at any time during a General Meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
c) A person who is entitled to participate in a General Meeting may do so by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium, or in person, are able to communicate clearly with each other. The Society is not obliged to take any steps to facilitate the use of any communications medium at a General Meeting.

6.4 If within 30 minutes after the time appointed for a General Meeting a quorum is not present:

a) the meeting shall stand adjourned to the same day one week later, to commence at the same time of day
b) the meeting shall be conducted by way of telephone conference call;
c) if within 30 minutes after the time appointed for the adjourned General Meeting a quorum is not present, the Voting Members present shall constitute a quorum provided that there are at least three Voting Members present; and
d) voting other than secret-ballot voting at the adjourned General Meeting shall be done by way of verbal responses;
e) secret-ballot voting at the adjourned General Meeting shall be done by way of mail-in ballot, as follows:
    a. the Society promptly shall dispatch via regular mail to each Voting Member present at the adjourned General Meeting a ballot containing the secret-ballot resolutions to be voted on, instructions on marking of the ballot and returning it to the Society in a way that will preserve the secrecy of the Voting Member's vote, a ballot envelope, a declaration, and a mailing envelope;
    b. for a Voting Member's ballot to be valid, the Voting Member must vote in accordance with the instructions provided with the ballot, place the ballot in the ballot envelope and seal the envelope, complete the declaration and sign it, place the ballot envelope and signed declaration in the mailing envelope and seal the envelope, and the mailing envelope must be received at the business offices of the Society by no later than 15 days after the date of the adjourned General Meeting (the "Secret Ballot Deadline");
    c. the Society may deliver by regular mail a replacement ballot to a Voting Member who informs the Society in writing that the original ballot has been misplaced or spoiled or was not received, but the replacement ballot must be received by the Society by the Secret Ballot Deadline in any event; and
    d. promptly after the Secret Ballot Deadline, the ballots shall be counted and the results communicated to the Voting Members who were present at the adjourned General Meeting.

6.5 Adjournment of a General Meeting.

a) A GENERAL MEETING can only be adjourned by ordinary resolution.
b) A GENERAL MEETING may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
c) When a GENERAL MEETING is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.

d) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned GENERAL MEETING.

6.6 Role of the Chairperson of the BOARD OF DIRECTORS:

a) The Chair must chair each GENERAL MEETING.
b) If the Chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-Chair must be chair.
c) If neither the Chair nor the Vice-Chair is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, and the BOARD has not appointed or engaged another qualified person to be chair, the MEMBERS present may elect an individual who is present to be chair.
d) In the case of an equality of votes at a GENERAL MEETING, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
e) A resolution proposed at a GENERAL MEETING must be seconded, and the chair may move or propose a resolution.

6.7 Voting

a) Each Voting Member has the right to one vote at a GENERAL MEETING.
b) A member who is fewer than 18 years of age cannot vote.
c) A question, resolution, or motion arising at a GENERAL MEETING must be decided by ordinary resolution, unless it must under the ACT or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.
d) Voting must be by show of hands, except
    a. when a secret ballot is required by the ACT or the Bylaws;
    b. upon the passing of an ordinary resolution, voted upon by a show of hands, to conduct a secret ballot; or
    c. upon the Chair ruling that the vote shall be taken by secret ballot.

    For this section, a vote taken pursuant to 6.7.d(b) shall overrule 6.7.d(c).
e) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
f) All MEMBERS have the right to notice of, to attend and to speak at GENERAL MEETINGs. A member who is not in good standing cannot vote.
g) Proxy voting is prohibited.

6.8 Subject to the ACT and the bylaws, a GENERAL MEETING may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

6.9 A resolution proposed at a meeting must be seconded, and the chairperson of a meeting may move or propose or second a resolution.

6.10 In the case of an equality of votes, the meeting chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a Voting Member, and the proposed resolution shall not pass.

7 BOARD of Directors

7.1 The SOCIETY shall be governed by a BOARD of seven Directors, of whom:

a) three shall be elected in odd-numbered years; and
b) four shall be elected in even-numbered years.

7.2 DIRECTORS shall be elected pursuant to the following process:
The BOARD shall nominate candidates for election to the BOARD each year. In doing so, the BOARD shall strive to ensure that those nominated represent a diverse mix of candidates as to gender, geographical region and skill set.

7.3 The BOARD shall advise the VOTING MEMBERS of those candidates nominated for election by the BOARD at least 60 days prior to the annual GENERAL MEETING.

7.4 Nominations of candidates may also be made in writing on a form approved by the BOARD and signed by at least three VOTING MEMBERS. Such nominations must be accompanied by the written consent of the nominee(s) and delivered to the SOCIETY at least 45 days prior to the annual GENERAL MEETING. The BOARD shall advise the VOTING MEMBERS of candidates who have been nominated for election pursuant to this provision at least 40 days prior to the annual GENERAL MEETING.

7.5 A candidate for election as a director, and a director, must:

- Be qualified to be a director under Section 44 of the ACT, and
- Be a Member of their club-Association for not less than 30 days, and who is in good standing at the time of nomination and at the time of the election, and
- Be older than 18 years of age.

7.6 The Chair shall direct the preparation of a ballot containing the names of all candidates for Director positions nominated by the BOARD and the VOTING MEMBERS.

7.7 In an election of directors, each voting member has a number of votes equal to the number of directors to be elected, but must not cast more than one vote for a candidate.

7.8 The successful candidates for the Directors to be elected each year shall be those who have received the highest number of votes in the balloting.

7.9 The Directors so elected shall take office at the close of the annual GENERAL MEETING at which they are elected.

7.10 The Chair of the Board

a) Immediately after the close of each Annual General Meeting, the Directors shall meet to elect one of them to be the Chair of the Board. The Chair shall hold office from then until the close of the next Annual General Meeting (a "Chair Elected Term").
b) If the Chair ceases to be a Director for any reason, or resigns as Chair, the remaining Directors shall, as soon as practicable, elect one of them to be the Chair and that Chair shall hold office from then until the close of the next Annual General Meeting (a "Chair Partial Term").
c) A person may hold in his lifetime the office of Chair for no more than two Chair Elected Terms plus one Chair Partial Term.
d) The Chair shall:
    - chair General Meetings;
    - chair meetings of the Directors;
    - direct the preparation and have custody of minutes of the meetings of Directors; and
    - if the Chair temporarily is unable to fulfill his duties, appoint a temporary replacement Chair from among the other Directors.

7.11 A Director shall cease to be a Director upon the occurrence of any of the following:

- Immediately after the completion of the election of Directors at the AGM which takes place at the end of the Director's term of office;
- His written resignation being received by the Society;
- His death;
- His incapacity to performing the duties of a director;
- His failure to attend three consecutive BOARD meetings;
- A special resolution for his removal as Director is passed by the Voting Members.

7.12 Notwithstanding the foregoing:

a) The Board may at any time appoint an individual as a Director to fill any Director vacancy;
b) A Director so appointed shall hold office until the next General Meeting following his appointment; and
c) at a GENERAL MEETING a Director may be elected for a partial term of one year so as to ensure that Directors' terms are staggered pursuant to this Part.

8 Proceedings of Directors

8.1 Subject to the ACT and the Bylaws, the BOARD must manage, or supervise the management of, the activities and internal affairs of the SOCIETY.

8.2 Without limiting the generality of anything in the Part, the BOARD's powers shall include without limitation:

a) making and amending policies, rules, financial policies and operating procedures for managing the affairs of the SOCIETY;
b) ensuring MEMBERS adhere to the SOCIETY's policies, rules and operating procedures;
c) ensuring directions from GENERAL MEETINGs are carried out.

8.3 The Directors may exercise all such powers and do all such acts or things as the Society may exercise and do, and which are not by statute, the Bylaws, or otherwise lawfully directed or required to be exercised or done by the Society, subject nevertheless to the provisions of:

a) all laws affecting the Society;
b) the Bylaws; and
c) rules, regulations, and policies made by the Society from time to time.

8.4 No rule made by the Society in a General Meeting invalidates a prior act of the Directors that would have been valid if the rule had not been made.

8.4.1 The Board appoints authorized signatories of the Society and establishes the scope of their authority.

8.5 A meeting of the Board may be called by the Chair or by any three Directors.

8.6 Notice of a meeting of the BOARD is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by the Directors, notice of a meeting of the BOARD must be given at least 48 yours before the meeting.

8.7 When a meeting of the BOARD is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

8.8 A director may waive in writing notice of any meeting or meetings of the BOARD and may at any time withdraw the waiver, and until the waiver is withdrawn:

a) no notice of meetings of the BOARD need be sent to that director, and

b) all meetings of the BOARD, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

8.9 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

8.10 A quorum for BOARD meetings shall be a majority of Directors then in office.

8.11 The Chair, or in the Chair's absence, a Director appointed by the Chair, shall chair meetings of the BOARD.

8.12 Questions or motions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of a tie vote, the Chair does not have a second or casting vote and the question or motion is rejected.

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

8.14 A meeting of the BOARD or of a committee of the BOARD may be held by means of a telephone conference call or other communication facilities by which all those participating can hear each other. A person participating in a meeting in such a manner shall be deemed to be present at the meeting.

8.15 The BOARD may strike such committees as it sees fit and may delegate any but not all of its powers to such committees consisting of the persons they consider appropriate.

8.16 A Director must not be remunerated for acting as a Director but is entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the SOCIETY.

8.17 Subject to the ACT and the bylaws, the BOARD may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

9 Officers

9.1 The Sports Operations Manager shall be appointed by the Directors and shall hold office at the pleasure of the Directors.

9.2 The Sports Operations Manager shall have charge of the offices of the SOCIETY and shall be responsible for the staff of the SOCIETY. The remuneration of the Sports Operations Manager shall be as approved from time to time by the Directors. The duties of the Sports Operations Manager shall be those prescribed by the Directors. The Sports Operations Manager shall prepare and have custody of the minutes of the meetings of the MEMBERS of the SOCIETY.

10 Seal[1]

10.1 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 its place.

10.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of not less than two Directors.

11 Borrowing and Investment

11.1 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 a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

[1] As of December 2016, Ringette BC does not have a Seal.

11.2 No debenture shall be issued without the authorization of a special resolution.
11.3 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.
11.4 The Board may invest the funds of the Society, but if it does so, it must invest the Society's funds only:
a) in term deposits insured by the Canada Deposit Insurance Corporation ("CDIC"); and
b) in an amount not exceeding the limit of coverage provided by the CDIC.
11.5 The BOARD must determine, by resolution, the:
c) financial year of the SOCIETY, and
d) signing officers of the SOCIETY, and their authority.

12 Auditor

If the Society is required by law, or resolves, to have an auditor, the following provisions govern:

12.1 The first auditor shall be appointed by the Board.
12.2 The auditor must be a Chartered Professional Accountant.
12.3 At each Annual General Meeting, the Society by ordinary resolution shall appoint an auditor to hold office until the close of the next Annual General Meeting, and the auditor so appointed shall be informed forthwith in writing of his appointment.
12.4 If the auditor resigns, dies, or is incapable of performing his duties, the Board shall appoint an auditor to hold office until the close of the next Annual General Meeting.
12.5 An auditor may be removed by ordinary resolution at a General Meeting.
12.6 A Director or an employee of the Society shall not be the auditor nor employed by the auditor or the auditor's firm.
12.7 The auditor may attend General Meetings.
12.8 There is no limit to the number of terms for which an auditor may be appointed.