

BYLAWS OF THE SPRUCE GROVE RINGETTE ASSOCIATION



The name of the society to which these by-laws apply is the Spruce Grove Ringette Association. The Association was registered with a number of 500097498 as a society under the Alberta Societies Act, December 10, 1976.

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1 – SOCIETY NAME

100. Society Name

The name of the Society is the **SPRUCE GROVE RINGETTE ASSOCIATION**.

101. Purpose

These Bylaws relate to the general conduct of the rules, regulations, and affairs of Spruce Grove Ringette Association, a society incorporated in the Province of Alberta and referred to as the “SGRA” in these Bylaws. The following Bylaws are subordinate and complementary where applicable to the Bylaws and Policies as set out by Ringette Canada, Ringette Alberta and the Zone of the current season of play.

102. Mailing Address

The mailing address of the SGRA will be Box 4011, Spruce Grove, Alberta, T7X 3B2 and may be changed by resolution of Directors.

200. Association

Association shall mean the Spruce Grove Ringette Association.

201. Player

Player shall mean each individual who plays Ringette and has registered and been accepted with the Association.

202. Annual General Meeting

Annual General Meeting shall mean the Annual Meeting of the Members.

203. Special Meeting

A Special Meeting shall mean any meeting of the Members of the Association that is not the Annual General or a Board Meeting.

204. Quorum

For Board Meetings, quorum is defined as 60% of the total number of currently serving voting Executive and Directors.

For Annual General Meetings and Special Meetings, Quorum is defined as having at least 10 Members present of at least 6 of which must be members of the Board of Directors.

205. Resolution

Resolution shall mean a motion that is moved, seconded and carried at a meeting.

206. Due Notice

Due Notice means that sufficient information about the item or event has been given through at least two of the following media:

- a) The Association Website;
- b) Email to appropriate individuals; and/or
- c) Posting to Social Media; and/or
- d) Posting to newspaper.

207. Special Resolution

Special Resolution shall mean a resolution passed at an Annual General Meeting or Special Meeting:

- a) Of which not less than 30 days Due Notice has been given specifying the intention of the resolution; and
- b) By the vote of not less than 75% of the Members eligible to vote at the Annual General Meeting or Special Meeting.

208. The Directors

The Directors shall mean any Member who has been elected or appointed as a Director including the Vice President.

209. The Executive

The Executive shall mean the voting Directors who have been elected or appointed as elected Executive/ Directors (voting) as listed in Section 4.

210. The Board of Directors

The Board of Directors shall mean the elected or appointed Executive/Directors, Coordinators, and Representatives.

211. Board Meeting

Board Meeting shall mean a meeting of the Board of Directors. It is open to all Members of the Association.

212. Closed Board Meeting

A Closed Board Meeting is a meeting of only the Board of Directors.

213. In Writing

In Writing shall mean electronic or hardcopy, hand written or typewritten.

214. Member Data

Member Data shall mean information about a Member required, or deemed necessary or beneficial, to the Association for management of the affairs of the Association.

215. Player Data

Player Data shall mean information about a Player required, or deemed necessary or beneficial, to the Association for management of the affairs of the Association.

216. Nuclear Family

A family group that consists only of the parents, legal guardian(s) and children.

217. Arrears

Arrears shall mean 10% or greater of an amount due to the Association that has not been paid by the date specified.

218. Majority

Majority shall mean more than half.

219. Member

As defined in Section 301.

3 – MEMBERSHIP**300. Membership Categories**

The categories of Membership are as follows:

- a) Parents or Guardians of one or more Players;
- b) A Player who is at least 18 years of age by December 31st
- c) A person elected or appointed to the Board of Directors
- d) A person selected or appointed by the Board of Directors to fulfill an administrative role for the Association; or
- e) A person selected or appointed by the Board of Directors and selected by the members associated with a Team, to fulfill a Team Staff (see 800) position.

301. Member

A Member of the Association is a person:

- a) Of whom it can be said to fall into at least one of the Membership Categories (see 300);
- b) Is living within the geographic boundaries as set out by the Zone of play and as guided by the Ringette Alberta Residency policy.
- c) Whose membership Fee is paid in full where applicable;
- d) Abides by the Bylaws, Policies and Operating Procedures of SGRA and all decisions of the Board of Directors of SGRA; and
- e) Abides by the Code of Conduct of the Association.

302. Membership Fee

The membership fee, if any, in the Association, shall be determined, from time to time, by the Executive and proposed to the Members of the Association at the Annual General Meeting and may be described by one or more component fees.

303. Paid in Full

Paid in Full means that full payment has been made or acceptable post-dated cheques written or scheduled electronic credit card transactions for the Membership Fees by the date determined by the Association.

304. Volunteer Duties

Each Member shall contribute time and/or fees deemed as fundraising to minimum monetary requirements as determined on an annual basis by the Board of Directors.

305. Withdrawal

Any Member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors through the Registrar. Withdrawal of a Member shall not affect the right of the Association to pursue, at the discretion of the Board, payment of any monies owed to the Association by that Member.

306. Suspension on Financial Grounds

If any Member is in arrears for fees or assessments for any Fiscal Year, the Member and any Players they are financially responsible for shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association.

307. Suspension of Membership

The membership of any Member may, at the discretion of the Executive, be suspended with or without conditions, for any cause that the Executive deem reasonable. The suspension remains in effect until such time a Closed Board Meeting is held to determine further action.

308. Cancellation of Membership

The Executive may expel any Member from membership and/or from participating in the Association's programs, by Resolution of the Executive, passed by 60% of the votes cast at a Closed Board meeting if:

- a) The conduct of the Member is determined by the Executive, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of the Association; or
- b) The Member willfully commits a breach of the bylaws or the policies, rules or regulations of the Association that are in effect from time to time.

No membership shall be cancelled without the Member being notified of the charge or complaint against him or her and without having first been given the opportunity to be heard at the discretion of the Executive.

4 – BOARD OF DIRECTORS

400. Board of Directors *(See Detailed Position Descriptions under Policies)*

The Board of Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into.

The Board of Directors of the Association may be made up of:

The following **elected Executive/ Directors** (voting):

President (casting vote in the event of a tie)
Vice President and Director of Operations
Director of Finance (Treasurer)
Director of Administration (Secretary)
Director of Registration (Registrar)
Director of Ice Acquisition & Allocator
Director of Player Development & Assessment
Director of Coaching Development & Assessment
Director of Officiating & Officiating Development (Referee In Chief)
Director of U10 Active Start and Step 1
Director of U10 Step 2 and Step 3
Director of U12
Director of U14
Director of U16
Director of U19
Director of 18+ (Open)

The Board members may also include, but not limited to, the following elected or appointed **Committee Coordinators and Representatives** (non-voting):

Past President (exempt from voting)
Coordinator of Apparel, Ringette Pants & Equipment
Coordinator of Fundraising
Coordinator of Gaming (Bingo/Casino)
Coordinator of Publicity & Promotion
Coordinator of Referee Scheduling
Coordinator #1 of Special Event
Coordinator #2 of Special Event
Coordinator of Sponsorship
Coordinator of Statistics
Coordinator #1 of Sweetheart Tournament
Coordinator #2 of Sweetheart Tournament
Coordinator of Team Photos
Coordinator of Website & Communication

Representative to AA
Coordinator of AA
Representative to Black Gold League

401. Election

The Board of Directors will be established by election from the Members at the Annual General Meeting.

402. Vacancies

Any Board of Directors vacant position may stand, so long as a minimum of 8 Directors remain in office, or may be filled by the Executive from among the Members of the Association if they see fit to do so, or may be filled at the next Annual General Meeting.

403. Election of Directors and Appointment of Directors

Any individual who is eighteen (18) years of age or older may be nominated for election as a Director.

404. Eligibility of President

Any individual, who has served as a Board Member in the year immediately prior to nomination, may be nominated for election as President or Vice President and Director of Operations. In the case of no nominations for President or Vice President and Director of Operations being made at the AGM, the following may apply: An individual, who has NOT served as a Board Member in the year immediately prior to nomination, may be nominated for election as President or Vice President and Director of Operations if presented as a Resolution of the Executive, passed by 75% of the votes cast at the Annual General Meeting.

405. Eligibility of Division Directors

Any individual elected as a Division Director cannot have a player in the division they represent, with the exception of the 18+ (Open) division.

406. Positions

A Director may hold more than one position except the offices of the Executive. The Director(s) and the Vice President may establish such other positions (offices) with the Association with such responsibilities as the Executive see fit.

407. Decision

Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the winner will be decided by the Executive, by Resolution

408 Terms

The term for elected or appointed Executive/Directors, Coordinators, and Representatives is two years. The Executive/Directors, Coordinators, and Representatives will hold office until their successors have been duly elected in accordance with these Bylaws, or unless they resign, are removed from, or vacate their position in a manner prescribed in these bylaws. Elected or appointed Executive/Directors, Coordinators, and Representatives will be eligible for re- election. If an Executive/Director, Coordinator, or Representative assumes a position due to vacancy, that term will be the remainder of the term for election or appointment as stated in these Bylaws.

409. Staggered Terms

The terms of the elected or appointed Board of Directors will be staggered in odd or even years as follows:

Even Number Years

President
Director of Finance (Treasurer)
Director of Ice Acquisition & Allocator
Director of Player Development & Assessment
Director of U10 Step 2 and Step 3
Director of U14
Director of U19
Coordinator of Apparel, Ringette Pants & Equipment

Coordinator of Publicity & Promotion
 Coordinator of Referee Scheduling
 Coordinator of Statistics
 Coordinator #2 of Special Event
 Coordinator #2 of Sweetheart Tournament
 Coordinator of Sponsorship
 Representative to Black Gold League
 Coordinator of Team Photos

Odd Number Years

Vice President and Director of Operations
 Director of Coaching Development & Assessment
 Director of Administration (Secretary)
 Director of Officiating & Officiating Development (Referee in Chief)
 Director Registration (Registrar)
 Director of U10 Active Start and Step 1
 Director of U12
 Director of U16
 Director of 18+ (Open)
 Coordinator of Website & Communication
 Coordinator of Fundraising
 Coordinator of Gaming (Bingo/ Casino)
 Coordinator #1 of Special Event
 Coordinator #1 of Sweetheart Tournament
 Representative to AA
 Coordinator of AA

410. Removal from Office

A Director may be removed from office, by Resolution of the remaining Directors, passed by two thirds of the votes cast at a Closed Board Meeting. The Director may be removed if his or her conduct shall have been determined by the Executive to be improper, unbecoming or contrary to the interests or reputation of the Association, or if the Director willfully commits a violation of the Association's bylaws or policies, rules or regulations of the Association that are in effect from time to time.

A Director shall cease to be a Director at the time the Director ceases to be a Member.

411. Neglect of Duty

Disciplinary action may be taken by the Executive if it is determined that a Board Member is not fulfilling the duties within the Association that they were entrusted with, including attendance at Board meetings. A Board Member may be removed from their position if they do not fulfill their job by a majority vote of the Executive. The Board Member will be given notice of, has the opportunity to be present and to be heard at the meetings where such is put to a vote.

412. Resignation

A Board Member may resign from the Board at any time by presenting a written notice of resignation to the Executive. This resignation will become effective on the date the Executive accepts the request. Where a Board Member who is subject to a disciplinary investigation or action of SGRA resigns, that Board Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

413. Suspension/Discipline

The Executive shall have the power to suspend or discipline as outlined in these Bylaws.

5 – POWERS AND DUTIES OF THE EXECUTIVE AND THE BOARD OF DIRECTORS**500. General Powers of the Executive**

The Executive shall, subject to the Bylaws or directions given it by majority vote at any Meeting, oversee and manage the affairs of the Board of Directors and the Association.

501. General Powers of the Board of Directors

The Board of Directors shall, subject to the Bylaws or directions given it by a majority vote at any Meeting properly called and executed, have full control and management of the affairs of the Association.

Also, the Board of Directors may choose to appoint any person, regardless of whether that person is a Member, to fulfill **Committee Coordinator and /or Representative positions** that the Directors deem appropriate for the management of the affairs of the Association. The Directors may, in a vote at a Closed Board Meeting, remove any appointment.

502. General Duties of the Executive

It is the duty of the Executive to:

- a) Plan and prepare the yearly budget for the Association to be presented and approved at the Annual General meeting each year;
- b) Two Executive Members, along with the Director of Finance (Treasurer), will be a signing authority of the Association bank accounts;
- c) Manage the affairs of the Association by making and amending policies and procedures in accordance with these Bylaws;
- d) Ensure members adhere to these Bylaws, policies, and procedures, and will ensure directions from General Meetings are carried out.

503. General Duties of the Board of Directors

It is the duty of all Board Members to:

- a) Represent the Members and act in their best interests;
- b) Carry out their responsibilities to the Association as interpreted by the individuals of the Board of Directors;
- c) Perform any other duties for the betterment of the Association.
- e)d) Attend Board meetings.

504. President

It is the additional duty of the President but not limited to:

- a) Call and preside as Chair at all Annual General Meetings, Special Meetings, Board of Directors Meetings, Executive Meetings and Closed Board Meetings. During the absence of the President, the President will call upon the Vice President to fulfill the President's duties. In the event the President is unable to fulfill his or her duties, the Executive will appoint any Executive Director to exercise the powers and duties of the President;
- b) Exercise general supervision over the affairs of the Association;
- c) Shall only have casting vote (a deciding vote made when the other votes are equally divided); and
- d) Attend regular Black Gold League and/or Ringette Alberta Meetings as required.

505. Vice President and Director of Operations

It is the additional duty of the Vice President but not limited to:

- a) Acts as the chair in the absence of the President;
- b) Oversee the day to day operations internally for the Association
- c) Carries out duties as requested by the President or the Board of Directors.

506. Past President

It is the additional duty of the Past-President but not limited to:

- a) Shall serve in an advisory capacity to the Board of Directors;
- b) Shall be a non-voting member;
- c) Shall attend Board Meetings; and
- d) Shall carry out all duties assigned by the Board of Directors.

507. Director of Finance (Treasurer)

It is the additional duty of the Director of Finance (Treasurer) but not limited to:

- a) Be a signing authority of the Association bank accounts together with two other Members of the Executive;
- b) Properly account for all funds of the Association and keep such books and records as may be directed;
- c) Pay all legitimate bills received by the Association in a timely manner;
- d) Prepare budgets yearly or as requested by the President;
- e) Supply a report on the financial status of the Association at all Board Meetings;
- f) Make the books and financial records available at all Annual General Meetings for any Member to view; and
- g) Receive all money paid to the Association and be responsible for the deposit of that money in whatever bank, trust company, credit union or treasury branch account the Board of Directors order on a timely basis.

508. Director of Administration (Secretary)

It is the additional duty of the Director of Administration (Secretary) but not limited to:

- a) Attend all meetings and record accurate minutes of those meetings;
- b) Schedule and book all meetings;
- c) Ensure that Due Notice is given for all meetings; and
- d) Maintain files and records as appropriate for the Association.

509. Director of Registration (Registrar)

It is the additional duty of the Director of Registration (Registrar) but not limited to:

- a) Keep a record of all Player Data and register with Ringette Alberta; and
- b) Ensure that all fees assessed to players are collected.

510. Director of Ice Acquisition and Allocation

It is the additional duty of the Director of Ice Acquisition and Allocation but not limited to:

- a) Oversee the sourcing and scheduling of ice.

511. Director of Player Development & Assessment

It is the additional duty of the Director of Player Development & Assessment but not limited to:

- a) Oversee all Player development programs including, but not limited to, player skills clinics, and player conditioning camps;
- b) Oversee the Evaluation Process; and
- c) Guide and support the Division Directors.

512. Director of Coaching Development & Assessment

It is the additional duty of the Director of Coaching Development & Assessment but not limited to;

- a) Oversee all Coach development programs including, but not limited to, coaching clinics, workshops, and coach meetings;
- b) Regularly communicate with coaches regarding changes to programs and/or updates to coaching requirements;
- c) Liaison between the coaching community, Members and the Board of Directors;
- d) Compile coaching applications for the review of the Coaching Selection Committee;
- e) Oversee the preparation, collection and distribution of the coaches' evaluations; and
- f) Guide and support the Division Directors

513. Director of Officiating & Officiating Development

It is the additional duty of the Director of Officiating & Officiating Development but not limited to:

- a) Oversee recruitment and development of referees.

6 – ANNUAL GENERAL MEETINGS**600. Business**

The business the Association shall conduct at its Annual General Meeting includes, but is not necessarily limited to:

- a) Call to Order;
- b) Adoption of minutes from the prior year Annual General Meeting;
- c) Business arising from minutes of the prior year Annual General Meeting;
- d) Nominations (first call);
- e) President Report;
- f) Director of Finance (Treasurer) Report;
- g) Presenting the financial statements of the Association;
- h) Presenting the reports of the Executive, Directors, and Committees;
- i) Nominations (second call);
- j) Bylaw Amendments and Motions;
- k) New Business;
- l) Nominations (final call);
- m) Elections of new Executive/Directors and Board Members;
- n) Appoint a reviewer for current year financial statements;
- o) Adjournment

601. Timing

The Annual General Meeting shall be held prior to the 30th day of May in each and every calendar year, at such time and place the Executive decide is appropriate.

602. Notice

At least 30 days Due Notice stating the time and place shall be given for the Annual General Meeting.

603. Resolutions

Each Member shall have the privilege of proposing Resolutions for consideration by the Board of Directors with a requirement of a seconder.

A proposer has the right to withdraw the Resolution at any time, in which case it shall not be recorded in the minutes, and business shall proceed as if the Resolution had never been proposed.

At any Annual General Meeting a Resolution shall be carried in the event of a majority of votes.

604. Voting

Only SGRA Members are eligible to vote with only one (1) vote per player to a maximum of two (2) votes per Nuclear Family.

605. Quorum

No business shall be transacted at any General Meeting unless at least 10 Members are present at the meeting at least 6 (as per Quorum definition) of which must be members of the Board of Directors.

606. Proxies

A proxy may not vote.

607. Vote by Show of Hands

At any Annual General Meeting a Resolution voted upon shall be decided on a show of hands, unless a ballot is, before the declaration of the result of the show of hands, demanded by at least one Member present.

608. Special Meeting

The President shall convene a Special Meeting within 30 days of receipt of a petition setting forth the reason for calling the Special Meeting. The petition must be signed by at least one third of the Members of the Association. Notice calling a Special Meeting shall state the purpose of the Meeting and shall specify the exact wording of any Resolution or Resolutions that are proposed to be voted on.

7 – BOARD OF DIRECTORS' MEETINGS**700. Number of Meetings**

Board of Directors Meetings shall be held as often as may be required, but at least once every two months between September and May and can be called more frequently at the discretion of the President. A Board of Directors Meeting will also be called by the President on receipt of a request from any two Board Members provided the request is in writing and states the purpose of the business to be dealt with. Board of Directors Meetings shall be open to all Members.

701. Quorum

No business shall be transacted at any Board of Directors Meetings unless Quorum is met.

702. Agenda

The agenda for any Meeting shall be made available to the Association Members in advance of the next regular Meeting.

703. Minutes

The Minutes of the Meeting shall include a record of all of the attendees, Resolutions considered and their disposition and reports received either explicitly or as attachments. The Minutes from the previous Meeting shall be made available to Members prior to the next Meeting.

704. Voting

Every Director present, including the Vice President, shall vote on every matter unless disqualified from voting by reason of a conflict of interest as outlined below. The same should be said for the President if the need for a casting vote in the event of a tie arises.

- a) Affecting a private company of which they are shareholders;
- b) Affecting a public company in which they hold more than 1% of the number of shares;
- c) Affecting a partnership or firm of which they are members;
- d) Concerning a contract for the sale of goods, merchandise or services to which they are a party;
- e) Directly affecting the placement or discipline of any player to whom they are involved; or
- f) Directly affecting a team with which they are involved.

Any Member excluded by virtue of the above shall so declare before discussion of the Resolution and shall not participate in the debate and shall be deemed absent for that specific Resolution.

705. Right to vote

Every Director present at the Board of Directors Meeting shall be entitled to one vote on any issue for which a vote is called. The President however shall only have a casting vote in the event of a tie. (see 504).

706. Proxies

A proxy may not vote.

707. Resolutions

Only a Director and/or the Vice President may propose a Resolution at a Board Meeting for consideration by the Executive with a requirement of a seconder. A proposer has the right to withdraw the Resolution at any time, in which case it shall not be recorded in the minutes, and business shall proceed as if the Resolution had never been proposed. At any Board of Directors Meeting a Resolution shall be carried in the event of a simple majority of votes assuming a Quorum has been established.

708. Vote by Show of Hands

At any Board of Directors Meeting a resolution voted upon at the Board of Directors Meeting shall be decided on a show of hands by all voting Members in attendance.

709. Vote by Email

At the Board's discretion, Resolutions may be ratified without the use of a Meeting via the use of email (see 1104).

8 – TEAM STAFF**800. Team Staff**

Team Staff are any Members involved in the instruction, care, or supervision of Players, or in the operation or management of the Team. Team Staff includes, but is not necessarily limited to, specific Team Staff as prescribed by Ringette Alberta.

801. Selection of Team Staff

Members can become Team Staff only if they:

- a) Meet the minimum skill and certification requirements prescribed by the Association and Ringette Alberta;
- b) Meet the security requirements prescribed by the Association and Ringette Alberta; and
- c) Are approved by a majority of the Executive or another process the Executive deem appropriate.

802. Removal of Team Staff

Team Staff may, with a majority vote of the Executive, be removed from their involvement with the team (s) that they are involved with for any cause that the Board of Directors deems reasonable.

9 – ASSOCIATION FINANCES**900. Annual Budget**

The Annual Budget shall attempt to be a balanced budget whereby cash receipts exceed the disbursements. The budget is to be prepared by August 31th of each year. The budget is to first be reviewed by the Executive. The budget will then be approved at the next Board of Directors Meeting and posted to the Meeting minutes on the Association website.

901. Financial Review

The books, accounts and records of the Director of Finance (Treasurer) and the Director of Administration (Secretary) shall be audited at least once per year by a duly qualified accountant or by two Members of the society who are not Directors and are elected for that purpose at the Annual General Meeting. This financial review must be presented to the Board of Directors within 6 months of completion.

902. Fiscal Year

The fiscal year of the Association in each year shall be May 1st to April 30th .

903. Inspection

The books and records of the Association may be inspected by any Member at the Annual General Meeting or at any time upon arranging a time satisfactory to the Executive having charge of such books and records. Each Member of the Board of Directors shall at any time have access to such books and records.

904. Recording of Transactions

Any money to be turned in to the Association must be receipted and signed for by a Director of the Board of Directors. The Director then, in turn, must submit all moneys and receipts to the Director of Finance (Treasurer).

905. Board of Director Expenses

All Directors shall be entitled to reimbursement with prior consent, for reasonable expenses incurred while engaged in business approved by the Board of Directors. All expense claims must be validated as in 904.

906. Team Bank Accounts

In order to maintain control of team funds being raised and disbursed the following guidelines are recommended:

- a) That each team opens a separate bank account to control the team funds for the current Ringette season;
- b) That the Association will not be responsible for any funds held in that account. A letter as requested by most Banks is available by way of the President and clearly stipulates this requirement;
- c) These accounts cannot be opened under the name "Spruce Grove Ringette Association".
- d) Each account may be opened under the name of the persons appointed by the team or the team name.

10 – BORROWING

1000. Borrowing

For the purpose of carrying out its objective, the Association may borrow, raise, or secure the payment of money in such a manner as it sees fit. The borrowing powers may only be exercised under the authority of the Association through the process of a Special Resolution at an Annual General Meeting or Special Meeting.

11 – GENERAL**1100. Principal Office**

The principal office for the transaction of business of the Association is as fixed and located by the Board of Directors in the Province of Alberta. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the Province of Alberta.

1101. Amendment

These Bylaws may be rescinded, altered, amended or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.

1102. Liability

No Member shall, in his individual capacity, be liable for any debt of the Association.

1103. Remuneration

Unless authorized at a Board of Directors Meeting, no Member shall receive remuneration for their services.

1104. Conducting Business via Email

At the Executives discretion, Resolutions may be ratified without the use of a meeting via the use of email. In ratifying Resolutions by email, the following will apply:

- a) An email outlining the Resolution will be raised by a Director and seconded by another Director. Each Director will receive a copy of the Resolution. Each Director will respond within at least three business days to the Resolution or by the requested deadline for time sensitive matters.
- b) All such Resolutions via email will be accepted or rejected based on the same rules for Board Meetings. If two or more Directors request that a Meeting be held to ratify the Resolution, then a meeting will be called and the Resolution passed or rejected via this process.

1105. Dissolution

Dissolution of the Association requires a Special Resolution of Members at a Special Meeting called for such purposes. When the Association is dissolved, funds and assets are first used to satisfy the Association's debts and liabilities. The Association does not pay any dividends or distribute its property among its Members.

Any remaining funds or assets are transferred to a registered and incorporated organization whose objects are similar to, or compatible with, the objects of the Association. Voting members select this organization by Special Resolution of Members on or before the date of dissolution.

CCA - 06.013

No. 9749

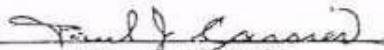
CERTIFICATE of INCORPORATION

I HEREBY CERTIFY THAT

- Spruce Grove Ringette Association -

IS THIS DAY INCORPORATED UNDER THE SOCIETIES ACT OF THE PROVINCE OF ALBERTA
GIVEN UNDER MY HAND AND SEAL OF OFFICE AT EDMONTON, ALBERTA,

THIS tenth DAY OF December A.D. 19 76.


A/Registrar of Companies
(Paul J. Carrier)



Alberta
CONSUMER AND
CORPORATE AFFAIRS