

ST. JOHN'S MINOR HOCKEY ASSOCIATION
Articles of Association and By-laws

I. ARTICLES OF ASSOCIATION

ARTICLE 1 - NAME

- 1.01** The name of the Association is the **St. John's Minor Hockey Association** and is hereinafter referred to as the **Association**. The Association's Incorporation Number is 15821, as provided by the Government of Newfoundland and Labrador, Corporations Act (most recent revision).

ARTICLE 2 - LOCATION

- 2.02 a)** The Association shall be the governing body of minor hockey for residents in the legal boundaries of the City of St. John's as defined by the City of St. John's Act, RSNL 1990, Chapter C-17, as amended and the surrounding area of the City of St. John's including the community Kilbride and the neighborhood of Brookfield Plains. The approved boundary for the Association is on file with Hockey NL. The Association shall govern within the framework of Hockey Newfoundland and Labrador.
- b) Children are assigned to either the Association, or to the Avalon Celtics Minor Hockey Association by virtue of the school they attend, as described in the boundary agreement between the two associations.
- c) Contact Information:

Mailing Address:
PO Box 39006
St. John's, NL Canada
A1E 5Y7

Website: www.capshockey.ca
Email: info@capshockey.ca

ARTICLE 3 - OFFICE

- 3.01** The Association's registered office is located at Capital Mitsubishi Arena, Anthony Avenue, St. John's NL. The Association maintains records containing (i) the Articles of Association and By-laws, and all amendments to the Articles and By-laws, (ii) minutes of meetings and resolutions, and (iii) copies of all notices at its registered office

ARTICLE 4 - OBJECTIVES

- 4.01 a)** The objectives of the Association shall be to administer the operation of minor hockey in the communities of St. John's, Kilbride and Brookfield Plains through the following:
- i. To provide opportunities to develop life skills through positive hockey experiences, fair play and sportsmanship.
 - ii. To attract and develop volunteers to provide its members with positive hockey experiences through fair play and sportsmanship.
 - iii. To attract and develop qualified instructors, coaches and supervisors to teach and develop the basic skills of hockey to every youth registered

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- iv. To attract and develop referees and game officials to provide its members with positive hockey experiences.
 - v. To promote and encourage co-operation and unity of purpose among all groups and associations conducting organized hockey in the City of St. John's and the surrounding area. and
 - vi. To control and monitor all aspects of the Association's hockey programs to ensure that the objects of the Association are being strictly adhered to.
- b) Provided that:
- i. The Association shall maintain affiliation with Hockey Newfoundland and Labrador and Hockey Canada (and any successor organization) and shall be subject to their respective Regulations and Policies.
 - ii. The income and property of the Association, however derived shall be applied solely towards the promotion of the objects of the Association as described herein; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association

ARTICLE 5 - DIRECTORS

- 5.01** The organization shall have a minimum of three (3) Directors and a maximum of fifteen (15) Directors, elected at the Annual General Meeting of members, or appointed thereafter, to form the Board of Directors of the Association.

ARTICLE 6 - DISSOLUTION

- 6.01** If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charitable or not-for-profit organization or organizations having objects like the objects of the Association.

II. BY-LAWS

BY-LAW 1 - DEFINITIONS

- 1.01** The following definitions apply throughout these By-laws:
- a. Administrator, an ex-officio staff position that oversees the day-to-day operation of the Association.
 - b. Auditors, an arms length individual, partnership, or corporation appointed by the Members at the Annual General Meeting of Members to audit the books, accounts, and records of the Association for a report to the Members at the Annual General Meeting of Members, or otherwise in accordance with the Corporations Act. Auditors are appointed annually at the Annual General Meeting.
 - c. Board, the Board of Directors of the Association.

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- d. Bookkeeper, an individual or company providing accounting services to assist the Administrator and Treasurer in the day-to-day financial activities of the Association.
- e. Committees, the Board may, from time to time: (i) appoint such committees as it deems necessary in its sole discretion for managing the affairs of the Association; (ii) appoint the chair of a committee; (iii) prescribe the duties and terms of reference of a committee; (iv) delegate to any committee any of its powers, duties, and functions; and (v) approve the members of a committee as selected by the President or Vice-President.
- f. Corporations Act, Newfoundland and Labrador, RSNL 1990 Chapter C-36 amended, or any successor legislation, including all regulations pursuant to the Corporations Act, as amended from time to time.
- g. Director, an individual elected or appointed to serve on the Board of Directors pursuant to these By-laws. Includes the Officers where the context allows.
- h. Disciplinary Committee, pursuant to the regulations and policies of the Association and in conjunction with the rules and regulations of the Hockey NL and Hockey Canada, the Disciplinary Committee shall determine suspensions to players, coaches, managers or any member of the Association as set for in the Regulations and consistent with the HockeyNL Minimum Suspension Guidelines.
- i. Members or Membership includes both Voting Members and Non-Voting members of the Association.
- j. Non-Voting Member or the Non-Voting Membership shall be made up of:
 - i. Any youth in the area served by the Association and who was registered to participate in the activities of the Association in the preceding year (Player). and
 - ii. Youth, and their respective Parents, who are former Players that played the preceding season on a Hockey NL AAA team, Major U18, Don Johnson League pooled team, or any successor or similar type team or league that results in a former Association Player playing the preceding season in the Province of Newfoundland and Labrador other than with the Association for any reason other than a relocation to another association's boundaries thus making the former Player and their Parent ineligible for membership.
- k. Officers include the President, Past President, Vice-President and Treasurer. The Officers may also be referred to as Directors in the broader sense.
- l. Ordinary resolution, a resolution passed by a majority of the votes cast by the Members or Directors who voted in respect of that resolution.
- m. Policies, the Policies of the Association, as amended from time to time.
- n. Qualified Person, the positions of President and Treasurer have qualification necessary to hold these Board positions. A person meeting these qualifications is a Qualified Person.

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- o. Referee in Chief, parttime ex-officio staff position that oversees the assignment and development of the Association's on ice and off ice officials.
- p. Regulations, the Regulations of the Association, as amended from time to time.
- q. Special Resolution is a resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast by the Voting Members who voted in respect of that resolution.
- r. Technical Director, ex-officio staff position that oversees the day-to-day hockey operations of the Association and responsible for the development of players and coaches.
- s. Voting Member or the Voting Membership shall be made up of:
 - i. Up to two (2) parents or guardians of a youth who is registered with the Association (Parent) and lives within the Association Boundary, as recorded on the Association's membership register. There may only be two (2) Parent Voting Members per child registered with the Association. For purposes of this clause, such Parents shall be those named in the Hockey Canada registry for such youth when registering with the Association prior to the relevant minor hockey season.
 - ii. Any adult that served as a member of the Board or was employed by the Association during the relevant hockey season.
 - iii. Any adult who has been shown to promote the objects of the Association, and who is acceptable to the Board upon the exercise of the Board's discretion, including but not limited to adult volunteers from the relevant season; and any person who was a member of the Board in the past five (5) seasons. Any other such individual seeking standing as a Voting Member shall require approval by motion at a regular meeting of the Board, in advance of any meeting of the Membership. and
 - iv. Any adult who, at the discretion of the Board, has become an honorary member of the Association.

BY-LAW 2 - MEMBERSHIP

- 2.01 a) Membership to this Association shall be available to any individual upon compliance with these Bylaws.
- b) The Membership of the Association shall consist of Voting Members and Non-Voting Members who together shall be referred to as Members or the Membership.
- c) The Board will establish annual membership fees as follows:
 - i. Base Registration fees to recover costs from its players while meeting the registration requirements of Hockey Newfoundland and Labrador,
 - ii. Fees related to All-Star and any enhanced programming that is offered.

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- iii. Registration fees shall be cost based, established for specific divisions of hockey and competition level,
 - iv. Establish registration dates, and
 - v. Advertise all registration fees and dates to the membership in advance of registration,
- d) Every member must provide the Association with their correct birthday, email address, telephone number and address to ensure proper Hockey Canada registration protocol has been followed.
- e) Membership can be revoked due to non-payment of fees, unacceptable behavior of parent or player or an accumulation of infractions that put other people's safety in jeopardy. The Board will develop refund policies for registration fees in these circumstances.
- f) All Members shall be subject to the Articles, Bylaws, Regulations and Policies made by the Board of Directors of the Association and the decisions and directions of the Board. Failure by a Member to comply with the Articles, Bylaws, Regulations and Policies, or decisions and directions may result in suspension of the said member for an indefinite or definite period

BY-LAW 3 – MEETINGS

- 3.01** a) The Association's Board of Directors shall hold regularly scheduled meetings of the Board, an Annual General Meeting of the Members and organize Special Meetings of the Members as required.
- b) Regularly scheduled meetings of the Board shall take place at least monthly during the hockey season. More frequent meetings may be required as the Association prepares for the upcoming season, or at the end of the hockey season as the Board prepares for the Annual General Meeting.
- c) The Annual General Meeting of Members shall be held yearly on such dates and in such place as the Board may by resolution determine. The Annual General Meeting is ideally held no later than the 30th day of June of each year, and in all cases, before the date that is thirty (30) days prior to the commencement of the following minor hockey season. In all circumstances, the Corporations Act paragraph 217(a) requires that the Annual General Meeting shall be held within fifteen (15) months of the date of last year's Annual General Meeting.
- d) Notice of the Annual General Meeting shall be posted on the St. John's Minor Hockey Association website and all social media channels at least thirty (30) days prior to the meeting.
- e) Agenda for the Annual General Meeting shall consist of:
- i. Call to Order
 - ii. Presentation/Adoption of the Agenda
 - iii. Presentation of Previous AGM Minutes
 - iv. Business Arising from Previous AGM Minutes
 - v. Opening Remarks from the President
 - vi. Season Update
 - vii. Hockey Operations
 - viii. Finances
 - ix. Appointment of the Auditors

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- x. Amendments to the Articles and Bylaws
 - xi. Closing Remarks of the President
 - xii. Election for the Board of Director Vacant Positions
 - xiii. Adjournment of Annual General Meeting
- f) Special meetings of the Association shall be called at any time by (i) a resolution of at least two-thirds of the Board of Directors, or a requisition in writing forwarded to the President, or in his or her absence the Vice-President and signed by one hundred (100) of the Voting Members of the Association who shall state in the requisition the object of the meeting proposed to be called. Upon receipt of the requisition, the Board shall give notice of the meeting by website publication at least fourteen (14) days prior to the meeting.
- g) A quorum for the Annual General Meeting of the Members or a Special Meeting of the Members shall be fifteen (15) Voting Members.
- h) The President shall act as Chairperson of every meeting of the Association. In the President's absence the Vice-President shall preside and if the Vice-President is not present then any other member of the Board of Directors as chosen by those in attendance at the meeting shall take the chair and preside.
- i) There shall be no proxy votes at meetings of the Members.
- j) The Chairperson shall appoint a recording secretary for each regularly scheduled meetings of the Board, the Annual General Meeting of the Members and Special Meetings of the Members, who shall be responsible for taking minutes from the meeting to have approved by the Voting Members at the following meeting. The Association's Administrator will usually be appointed as the recording secretary for meetings.
- k) Meetings can take place in person or meetings by electronic means are permitted. Notice of meetings must include if the meeting will be held in person, or by electronic means, or a hybrid of both.
- l) At the Annual General Meeting of Members, the Board will update the Members on the financial position of the Association, and present a report highlighting the accomplishments from the prior season and plans for the upcoming season

BY-LAW 4 - VOTING

- 4.01** a) Number of Votes – Each Voting Member in attendance at an Annual General Meeting, or Special Meeting, shall have one (1) vote on matters put before the membership. No individual Voting Member shall have more than one (1) vote, regardless of how many children that Member has registered with the Association, what volunteer, employment or Board positions that Member holds, has held, or otherwise. Voting Members may not vote by proxy.
- b) At regular meetings of the Board of Directors the Chairperson will only vote if required to break a tie.
- c) Voting Method – Voting at a meeting of members shall be by show of hands except when a ballot is demanded. Voting for the election of the Board of Directors shall be by secret ballot.
- d) Voting Counting – The counting of votes at an Annual General or Special meeting of members shall be completed by the Administrator and a member of the Board not involved in the election. A candidate in the election may request that a scrutineer oversees the vote counting on their behalf.

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- e) Election - If a vote is being conducted as part of the election for members of the Board of Directors, the candidate who receives the most votes wins. In a vote where there are two or more candidates with the most votes, a second vote will be held with only the two or more candidates tied in votes placed on the ballot. If there is no clear winner, then there will be no further voting, and the position will be filled by the new Board of Directors sometime after the Annual General Meeting following the process described in clause II.05 g). Further details are provided in the Regulations.
- f) For an election where there are more than two (2) valid nominations for the two (2) Director at Large positions, the Voting Members shall conduct a vote by secret ballot indicating their ranked choice for the Director at Large positions. The two (2) candidates receiving the most votes win. If there are no clear winners, a second vote will be held. If after the second vote there is no clear winner, then there will be no further voting, and the position will be filled by the new Board of Directors sometime after the Annual General Meeting following the process described in clause II.05 g). Further details are provided in the Regulations.
- g) For ordinary resolutions a simple majority of 50% of those in attendance + 1 vote is required for the resolution to pass. For special resolutions, two-thirds ($\frac{2}{3}$) of those in attendance is required for a special resolution to pass.

BY-LAW 5 - BOARD OF DIRECTORS

- 5.01** a) Officers and Directors – The Association's Board of Directors is comprised of Officers and Directors. Officer positions include President, Past-President, Vice-President, and Treasurer. The positions of Directors include Director of All Star Hockey, Director of Female Hockey, Director of U7/U9 Hockey, Director of U11/U13 Hockey, Director of U15/U18 Hockey and two (2) Directors At Large. As is the requirement for all volunteers, members of the Board of Directors are subject to the screening process in place under Hockey NL policies.
- b) Duties of the Board of Directors – The following describes the role and responsibility for each Officer and Director of the Board. The election of the Officers and Directors will be conducted as the final agenda item of the Annual General Meeting of the Members.

President

The President shall be the Chief Executive Officer of the Association and shall, if present, act as Chairperson of all meetings of the Officers and of the Association and shall perform all duties which may be assigned to him or her from time to time by the Board of Directors. No person shall be eligible to serve as President unless that person has previously served on the Board of Directors, either in an elected or appointed capacity (a "Qualified Person"). The requirement for a Qualified Person to hold the office of President may be waived by the Board of Directors in its discretion, or in circumstances where there is no Qualified Person willing to serve as President.

Past-President

The Past President is a voting member of the Board of Directors acting in an advisory role providing continuity for previous Boards actions and shall perform all duties which may be assigned to him/her from time to time by the Board of Directors.

Vice-President

The Vice-President shall perform all the duties of the President in their absence or inability or refusal to act as the President. In addition, the Vice-President is responsible for discipline and

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will chair the Disciplinary Committee. Finally, the Vice-President is responsible for the oversight of hockey development within the Association

Treasurer

The Treasurer shall have the care and custody of all the funds of the Association and shall keep proper books of such depository as may be approved by the Board of Directors. The Treasurer shall oversee the audited financial report presented at the Annual General Meeting. The Treasurer shall hold a professional accounting designation or have equivalent work experience and education in the field of accounting. The Treasurer shall keep records of all the financial activities of the Association and shall appoint an independent third-party bookkeeper to assist the Administrator with the preparation and maintenance of such records and financial statements. Financial updates shall be provided by the Treasurer at all regularly scheduled meetings of the Board of Directors.

Director of All Star Hockey

The Director of All Star Hockey will be responsible for the operation of all teams competing in Provincial Competition representing the Association. The Director of All Star Hockey will represent the Association on any committee overseeing the operation of any all-star league in which Association teams compete with teams from other associations.

Director of Female Hockey

The Director of Female Hockey shall be responsible for the female hockey programme organized and operated by the Association. The Director of Female Hockey will be responsible for the operation of all female teams competing in Provincial Competition representing the Association. The Director of Female Hockey will represent the Association on all local and HockeyNL councils and committees overseeing female hockey.

Director of U7/U9 Hockey

The Director of U7/U9 Hockey shall be responsible for teams competing in the house league system in the Under 7 and Under 9 divisions of the Association. In addition, the Director of U7/U9 Hockey shall be responsible for operating an Initiation Programme providing a "learn to play" alternative to youth not ready to compete in a hockey programme.

Director of U11/U13 Hockey

The Director of U11/U13 Hockey shall be responsible for teams competing in the house league system in the Under 11 and Under 13 divisions of the Association.

Director of U15/U18 Hockey

The Director of U15/U18 Hockey shall be responsible for teams competing in the house league system in the Under 15 and Under 18 divisions of the Association.

Director At Large

The Director(s) At Large shall perform duties assigned to them from time to time by the Board of Directors.

- c) Terms for the Board of Directors – The Board of Directors of the Association shall be elected at the Annual General Meeting of the Members and the term of office shall be the sooner of two (2) years (for this purpose a year shall be defined as the period between Annual General Meetings, whether such has been a calendar year or otherwise) or until their successors are elected.

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- d) Authority of the Board of Directors – The Board of Directors of the Association shall have, in addition to the authority granted elsewhere in these Articles and Bylaws, the following authority:
- i. To approve or refuse applications for Membership in the Association.
 - ii. To appoint committees to carry out any duties or conduct such business as the Board shall deem expedient for the handling of the affairs of the Association.
 - iii. To collect the registration fees, to raise the funds for the Association and to expend them.
 - iv. To make Regulations and Policies covering the daily operations of the Association. and
 - v. To hire and supervise staff and to plan for the succession of staff members.
- e) Additional Directors at Large – Where the Board of Directors determine it to be in the best interests of the Association, the Board may appoint additional Directors at Large provided the Board does not exceed fifteen (15) Directors at a given time. In such circumstances, the newly appointed Director(s) shall be appointed for the current hockey season only with terms expiring at the next Annual General Meeting of Members.
- f) Regular Meeting Quorum – A quorum of the Board of Directors shall be a majority of the Directors. A Director may attend a meeting by phone, teleconference, or some other electronic means. All decisions of the Board shall be made by a majority vote of the Directors in attendance at a regular meeting, unless otherwise determined in these Articles, Bylaws Regulations and Policies.
- g) Replacing Board of Directors –In the event that a Board position is vacated, the remaining Officers and Directors may appoint an interim replacement member between Annual General Meetings. An appointed member of the Board of Directors must seek election by the Members at the next Annual General Meeting. The office of an Officer or Director shall be vacated:
- i. Upon his or her death.
 - ii. If he or she becomes of unsound mind.
 - iii. If he or she fails to remain in good financial standing with the Association.
 - iv. If he or she resigns by notice in writing to the Administrator copied to the President and Vice-President.
 - v. If he or she enters or causes to be entered into any contract with the Association for which he/she has an interest personally or through a company, partnership, or proprietorship, prior to declaring to the Association such interest and before receiving approval to enter into any such contract.
 - vi. If he or she is convicted of an offence, contrary to the Criminal Code of Canada for which a pardon has not been obtained and which in the sole opinion of the majority of the Board of Directors materially affects his or her ability to carry out his or her duties.
 - vii. If he or she is removed from office by a vote of two thirds (2/3) of the Voting Members present at a meeting of the Members. Notice of the proposed impeachment shall be given

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in writing fourteen (14) days in advance of the meeting to all Voting Members of the Association. or

- viii. If he or she fails to attend three (3) consecutive meetings of the Board of Directors without due cause satisfactory to the Board. The Board of Directors may declare his or her office vacant and proceed to fill same.

- h) Board of Directors' Qualifications – The Officer positions of President and Treasurer have specific qualifications. The President requires prior experience with the Board of Directors of the Association. The Treasurer requires a professional accounting designation or equivalent work experience. If a Qualified Person cannot be found for either position, the Board of Directors may accept an unqualified candidate if all reasonable efforts to identify a qualified candidate have been exhausted.

- i) Meeting Agendas – The agenda for regularly scheduled meetings of the Board of Directors shall be provided by the President at least one (1) week prior to the meeting. Additions to the agenda of any meeting of the Board of Directors shall be decided by a majority vote of all of the Officers and Directors attending. The Chairperson shall appoint a recording secretary for each meeting of the Board of Directors, who shall be responsible for taking minutes from the meeting to have approved at the following meeting. The Association's Administrator if in attendance will usually be appointed as the recording secretary for meetings.

- j) Attendance – Board members must make all reasonable efforts to attend regularly scheduled meetings, the Annual General Meeting and any Special Meeting called. If a Board Member fails to attend three (3) consecutive meetings of the Board of Directors without due cause satisfactory to the Board, their position on the Board is subject to By-law II.05 g).

- k) Compensation – Members of the Board of Directors will not be compensated for their volunteer efforts. See Bylaw 6 Finances for reimbursement of reasonable expenses incurred on behalf of the Association.

- l) Committees – Shall be appointed as required to address various responsibilities of the Board of Directors. Some typical committees of the Board might include Discipline, Appeals, and Governance. Terms of reference for committees will be included in the Association's Regulations and Policies.

- m) Election and Nominations – The following is the protocol for nominations for and election of members of the Board of Directions:
 - i. A call for nominations shall be made at least 60 days prior to the Annual General Meeting, with nominations closing at least 30 days prior to the Annual General Meeting. The call for nominations, closing date and time for the nomination period will be advertised on the Association Website.

 - ii. Nominations will remain confidential until the close of nominations.

 - iii. If no nomination is received for a particular Board of Directors position as of the close of nominations, then nominations will be made from the floor at the Annual General Meeting.

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- iv. All nominations from the floor shall require a seconder.
- v. All nominees for contested positions will be elected by the Voting Members present at the Annual General Meeting.
- vi. Any Voting Member of the Association who meets the qualifications for the position, in addition to such other adults who are determined to be acceptable Board of Director candidates in the view of the current Board, is eligible to be elected as a Director of the Association.
- vii. All candidates shall have one (1) minute to speak prior to election for the position being contested.
- viii. Execution of the election is to be covered by regulation. Such regulation must not be revised after the call for nominations has been made.

BY-LAW 6 - FINANCES

- 6.01** a) True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members.
- b) The Fiscal Year of the Association shall be from May 1 to April 30.
- c) The Association must maintain a bank account at a recognized financial institution.
- d) All cheques and/or disbursements from the Association's bank account must be reviewed by the Administrator and two Board members. The signing officers of the Association shall be the Treasurer, President and Vice-President. Two signatures shall be required for all cheques and/or disbursements and otherwise to contractually bind the Association
- e) Under no circumstances will blank cheques be signed by the signing officers and all cheques and disbursements must be completed properly clearly showing amounts to be paid and to whom. Details of the expenditures must accompany the cheque/disbursement request providing complete information related to be cost incurred
- f) Cheques should only be endorsed after the request for payment has been received and approved. If electronic funds transfers, or other form of electronic banking is used to disburse funds from the Association account, then the spirit and intent of this By-law must be maintained.
- g) No member of the Board of Directors shall be remunerated for his or her services as a Director except for repayment of out-of-pocket expenses that are verified by copies of receipts for out-of-pocket expenses incurred.
- h) The liability of the Members is limited.

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- i) Once in every year and at any other time at the request of the Board, the accounts of the Association shall be audited, and the correctness of the financial statements ascertained, by one or more properly certified professional accountants. The books, bank accounts, and other documents, securities and receipts of the Association shall be made available to the auditor(s) by the Treasurer.
- j) The Association shall maintain the services of a qualified bookkeeper to assist the Administrator and Treasurer in maintaining the accounts of the Association. The bookkeeper should not be associated with the auditor(s).
- k) Annual financial statements of the Association shall be presented to the members at the Annual General Meeting of Members.
- l) The Association, like all members of Hockey NL are required to provide a copy its audited annual financial statements to Hockey NL as set out in section 2.03 of the Hockey NL By-laws.

BY-LAW 7 - AMENDMENTS

- 7.01** a) These Articles and Bylaws may be amended only by a two-thirds ($\frac{2}{3}$) majority vote of Voting Members present at an Annual General Meeting of the Members provided that:
- i. notice of the meeting to discuss and vote on the proposed amendment(s) shall be posted on the Association website at least thirty (30) days prior to the said meeting.
 - ii. the said notice shall either include a copy of the proposed amendment or contact information for the Administrator to obtain a copy, to give every Voting Member of the Association the opportunity to propose a change, alteration, omission or addition to the proposed amendment.
 - iii. the said notice shall specify that a suggested change, alteration, omission or addition to the proposed amendment shall be in writing and shall be received by the Administrator at least fourteen (14) days before the date of the said meeting.
 - iv. upon the approval of any amendment to these Articles, the Administrator shall arrange for Articles of Amendment to be promptly filed with the Newfoundland and Labrador Registry of Companies.
- b) The Association will maintain a set of Regulations and Policies to govern the day-to-day operation of the Association. These Regulations and Policies are subject to change upon a majority vote of the Board of Directors at any regularly scheduled meeting. The Board may amend or alter Regulations and Policies for the betterment of hockey and the Association. Once approved and adopted, these amendments will be provided to the Association's Membership to make them aware of the amendment(s).
- c) Upon the approval of any amendment to these Articles, the Board shall arrange for Articles of Amendment to be promptly filed with the Newfoundland and Labrador Registry of Companies.

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BY-LAW 8 – DISPUTE RESOLUTION

- 8.01** a) Pursuant to the Regulations and Policies of the Association and in conjunction with the Rules and Regulations of Hockey NL and Hockey Canada, the Disciplinary Committee may recommend the suspension of players, coaches, managers or any member of the Association to the Board.
- b) A Disciplinary Committee shall be composed of three (3) Voting Members of the Association, one of whom shall be the Vice-President. The Vice President shall act as Chairman of the Committee. The Vice-President shall appoint the other two Voting Members, subject to approval by the Board of Directors. Pursuant to the rules and regulations of the Association and in conjunction with the rules and regulations of the Hockey NL and Hockey Canada, the Disciplinary Committee are empowered to recommend suspensions to players, coaches, managers or any member of the Association.
- c) If a Member of the Association is found on inquiry by the Disciplinary Committee to be guilty of conduct unbecoming in their capacity as a Member of the Association, then upon recommendations to the Board of Directors by the Disciplinary Committee and resolution passed by a majority of the Board, the President shall suspend privileges for a specified period of time or cancel membership in the Association for an indefinite period of time.
- d) Any request by Members to appeal disciplinary decisions shall be in writing to the President within fifteen (15) days of the service of the notice of decision. The Board of Directors shall determine how best to hear the appeal within fourteen (14) days of the receipt of the written appeal.
- e) If the Board feels there may be a conflict, or the appearance of a conflict, the Board may establish a committee to hear the appeal.
- f) Members are advised of their right to appeal decisions of the Association to Hockey Newfoundland and Labrador in a manner consistent with the Hockey NL Dispute Resolution policy.

BY-LAW 9 - WINDING UP

- 9.01** a) Subject to Section 430 of the Corporations Act, in the event of dissolution of the Association, its property and assets shall, after payment of all liabilities, shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other charitable or not-for-profit organization or organizations having objects similar to the objects of the Association.
- b) The choice of recognized charitable or not-for-profit organizations in Newfoundland and Labrador will be decided by the Membership in a Special Meeting of the Members.

BY-LAW 10 - INDEMNIFICATION

- 10.01** a) The Association shall indemnify and hold harmless out of the funds of the Association, each Director and any individual who acts at the Association's request in a similar capacity, and their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be

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incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the Association's request in a similar capacity.

- b) The Association shall not indemnify a Director or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed upon him or her under the Corporations Act. For further clarity, the Association will not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Association.

BY-LAW 11 – ADOPTION OF THESE BY-LAWS

11.01 These By-Laws were ratified by a Special Resolution of the members of Association at an Annual Meeting of Members duly called and held on _____, 20___. In ratifying these By-laws, the members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

EFFECTIVE the ___ day of _____, 20__.

(President)

(Vice President)