

ARTICLES OF INCORPORATION
OF
SOUTHERN SHORE MINOR HOCKEY ASSOCIATION

- a) The name of the Association is **Southern Shore Minor Hockey Association** and is hereinafter referred to as the **Association**.
- b) The registered office of the Association will be situate at Mobile in the Province of Newfoundland and Labrador.
- c) There shall be at all times a Minimum of 3 Directors for the Association, and a Maximum of 15.
- d) The Restrictions on the business the Association may carry on are as follows:

See attached Schedule A – Constitution of the Association
- e) Other Provisions

See attached Schedule B – By-Laws of the Association

SCHEDULE A

The objects for which the Association is established are as follows, and the Association shall restrict itself to such activities as in its opinion, directly or indirectly, furthers such purpose:

- a) To foster and promote minor hockey in the area served by the Association, the said area to be defined as follows:
 - i) The area of the Southern Shore of the Avalon Peninsula extending from the legal boundaries of the Town of Bay Bulls to the Town of Trepassey inclusive.
 - ii) The boundaries of the Southern Shore Minor Hockey Association as recognized by Hockey Newfoundland and Labrador ("Hockey NL") for the purpose of Provincial Competition except those excluded from such boundaries by Hockey NL (the "Association Boundary"), as may be amended from time to time, which may be subject to the residential qualifications as specified by Hockey Canada.
- b) To give as many youth as possible in the area served by the Association the equal opportunity to play minor hockey;
- c) To develop, encourage and model sportsmanship, community, spirit and good fellowship;
- d) To endeavour to provide qualified instructors and supervisors to teach and develop the basic skills of hockey of every youth registered and to attempt to obtain the best coaches and referees available;
- e) To provide its coaches with opportunities to attend coaching clinics;
- f) To promote and encourage co-operation and unity of purpose among all groups and associations, which may from time to time be affiliated with the Association.
- g) 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;
- h) To enter into any agreement with any government or authority, whether federal, provincial, municipal or otherwise, that may be conducive to the attainment of the objects of the Association;

- i) To acquire or obtain from any government or authority, whether federal, provincial, municipal or otherwise, such rights, licenses, privileges and concessions which may be conducive or requisite for the purpose of or conveniently used in connection with any of the objects of the Association;
- j) To raise funds for the promotion of the objects of the Association through public and private means;
- k) To purchase, hire, make or provide and maintain, and to sell or dispose of all kinds of furniture, athletic equipment, uniforms and other things required or which may be conveniently used in connection with the objects of the Association;
- l) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association;
- m) To raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association;
- n) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined or to permit such moneys to remain upon deposit in any bank or banks;
- o) To purchase, lease, exchange or otherwise acquire any lands, buildings, easements, rights of common property, real and personal which may be, requisite for the purpose of or conveniently used in connection with any of the objects of the Association, and to sell, demise, mortgage, give in exchange, or otherwise dispose of same; and
- p) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT

- q) The Association shall maintain affiliation with Hockey NL and Hockey Canada (and any successor organization), and shall be subject to their respective rules and regulations;
- r) 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. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member of the Association,

in return for any services actually rendered to the Association, nor to prevent the payment of reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Board of Directors or governing body of the Association shall be remunerated for his or her services as a Director except repayment of out-of-pocket expenses. Provided further that the Association shall not purchase, amalgamate with or contribute to any other company or association unless such company or association shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon this Association by virtue of this paragraph. Provided further that the Association shall permit the privileges of membership in its Association to be open only to members of the Association;

- s) The liability of the Members is limited;
- t) If any Member receives any dividend, bonus or other profit in contravention of paragraph (r) of Schedule A of these Articles, his or her liability shall be unlimited;
- u) Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he/she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$2.00 or in the case of his or her liability having become unlimited such other amount as may be required;
- v) 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 institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of subparagraph (r) hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the General Division of the Supreme Court of Newfoundland and Labrador as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object; and

w) 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. Once at least in every year the accounts of the Association shall be audited, and the correctness of the financial statements ascertained, by one or more properly qualified auditor or auditors.

SCHEDULE B

1. Membership

- a) The Membership of the Association shall consist of:
 - i. Parents or guardians of a youth who is registered with the Association (a "Parent") and lives within the Association Boundary, as recorded on the Association's membership register.
 - ii. Any adult that served on the Executive 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 Executive of the Association upon the exercise of the Executive's discretion, including but not limited to:
 - A. adult volunteers from the preceding season; and
 - B. any person who was a member of the Executive in the past five (5) seasons.

Any other such individual seeking standing as a Member shall require approval by motion at a regular meeting of the Executive, in advance of any meeting of the Membership.

- iv. Any adult who, at the discretion of the Executive, has become an honorary member of the Association.
 - v. Each of the afore-described Members shall have one (1) vote. No individual Member shall have more than one (1) vote, regardless of how many children that Member has registered with the Association, what volunteer, employment or Executive positions that Member holds, has held, or otherwise. Voting Members may not vote by proxy.
- b) All Members shall be subject to these Articles and the policies and procedures made by the Executive of the Association and the decisions and directions of the said Executive. Failure by a Member to comply with the said Articles, policies and procedures, or decisions and directions may result in suspension of the said member for an indefinite or definite period of time.

2. Board of Directors (the "Executive")

a) The business of the Association shall be managed by the Executive who shall be voting members in good standing of the Association which shall include the following (referred to herein as a "Director" or "Officer"):

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| 1. Past President | 7. Director of All Star Hockey |
| 2. President | 8. Director of Novice Initiation Hockey |
| 3. Vice-President | 9. Director of House League Hockey |
| 4. Treasurer | 10. Director of Female Hockey |
| 5. Secretary | 11. Director of Communications and Events |
| 6. Registrar | |

b) The Executive of the Association shall be elected at the Annual General Meeting 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. The President, Treasurer, Registrar, Director of All Star Hockey and Director of Communication and Events in even numbers years shall be elected for two year terms. The Vice President, Secretary, Director of House League Hockey, Director of Female Hockey and Director of Novice Initiation Hockey in odd numbered years shall be elected for two year terms.

c) The Past President is not elected and maintains full voting privileges.

d) In the event of any vacancy occurring in the Board of Directors of the Association, the remaining Directors shall have the power to fill such vacancy until the next annual General Meeting, at which time, Election(s) would be held for the remaining term of office as defined above.

e) Where a majority of the Executive determines it to be in the best interests of the Association, the Executive may appoint additional Directors to the Executive, provided it 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.

f) A quorum of the Executive 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 Executive shall be made by a majority vote of the Directors in attendance at a meeting, unless otherwise determined in these Articles or the Associations Rules and Regulations.

- g) The office of a 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;
 - v. If he or she enters into or causes to be entered into any contract with the Association for which he/she has a director or 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 Executive materially affects his/her ability to carry out his/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 in writing fourteen (14) days in advance of the meeting to all Voting Members of the Association;
 - viii. If he or she fails to attend three (3) consecutive meetings of the Executive without due cause satisfactory to the Executive. The Executive may declare his or her office vacant and proceed to fill same.
- h) A member of the Board of Directors shall not vote in respect of any contract in which he is interested, or any matter arising thereof, or if he does so vote, his vote shall not be counted.
- i) Meetings of the Executive shall be called at the discretion of the President or, in the absence of the President at the discretion of the Vice-President and such meetings shall be held at such place and time as may be determined.

- j) The agenda for regularly scheduled meetings of the Executive shall be provided by the President. Business arising at any meeting of the Executive shall be decided by a majority vote of all of the Executive present (either in person, by telephone or otherwise permitted by Section 2(f) of this Schedule B), unless otherwise stated in these Articles. There shall be no votes by Proxy. In the case of an equality of votes the Chairman of the meeting shall cast the deciding vote.
- k) The President shall appoint a recording secretary for each meeting of the Executive, who shall be responsible for taking minutes from the meeting to have approved by the Executive at the following meeting.
- l) The signing officers of the Association shall be the Treasurer and President or a Vice-President. Two signatures shall be required to bind the Association.
- m) The Past President shall be the last immediate elected president of the Executive and assist and advise the Association and Executive when called upon.
- n) The President shall be the Chief Executive Officer of the Association and shall, if present, act as Chairman of all meetings of the Association and of the Executive, and shall perform all duties which may be assigned to him/her from time to time by the Executive. No person shall be eligible to serve as President unless that person has previously served on the Executive, 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 Executive in its discretion, or in circumstances where there is no Qualified Person willing to serve as President.
- o) The Vice-President shall perform all the duties of the President in the absence or inability or refusal to act of the President; in addition he/she will chair the Disciplinary Committee. The Vice-President is responsible for hockey development within the Association.
- p) 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 Executive. He or she shall present the audited financial report at the Annual General Meeting. The Treasurer shall shall keep records of all the activities of the Association, and shall with the Board's consent, appoint an independent third party to assist with the preparation and maintenance of such records and financial statements.
- q) The Secretary shall keep correctly the minutes of all proceedings of the Association and of the Board of Directors. He or She will notify all members of the association of any relevant information to be communicated from the Executive. He or she will also receive and dispatch Association correspondence when necessary.

- r) The Registrar shall administer and coordinated all aspects player registration. He or she will receive and certify all certificates submitted to him/her on behalf of the players, coaches and other relevant team staff applying for registration in the Association.
- s) Director of All Star Hockey will be responsible for the operation of all-teams representing Southern Shore Minor Hockey Association in leagues and tournaments. He or she will represent Southern Shore Minor Hockey Association on any committee overseeing the operation of any league in which Southern Shore Minor Hockey Association all-star teams compete with teams from other associations.
- t) Director of House League Hockey will be responsible for the operation of house league teams representing Southern Shore Minor Hockey Association in leagues or tournaments. He or she will represent Southern Shore Minor Hockey Association on any committee overseeing the operation of any league in which Southern Shore Minor Hockey Association house league teams compete with teams from other associations.
- u) Director of Novice Initiation Hockey shall be responsible for teams competing in the house league system in the Squirt and Novice divisions of the Association.
- v) Director of Female Hockey will be responsible for the operation of female teams representing Southern Shore Minor Hockey Association in leagues or tournaments. He or she will represent Southern Shore Minor Hockey Association on any committee overseeing the operation of any league in which Southern Shore Minor Hockey Association female teams compete with teams from other associations.
- w) Director of Communications and Events will be responsible for the administration of the association website and social media communications. He or she will also be responsible for the planning of Association special events such as but not limited to year end banquets and membership social functions. He or she will also be responsible for the inventory and management of all equipment and jerseys owned by the association.
- x) Additional Directors whom shall perform duties assigned to them from time to time by the Executive.
- y) The Executive shall have, in addition to the powers granted to it elsewhere in these Articles, the following powers specifically:
 - i. To approve or refuse applications for Membership in the Association;
 - ii. To appoint sub-committees to carry out any duties or conduct such business as the Executive shall deem expedient for the

handling of the affairs of the Association;

- iii. To collect the registration fees, to raise the funds of the Association and to expend them;
- iv. To raise or borrow or secure the payment of any sum or sums of money for the purposes of the Association, and to raise or secure the repayment of such moneys and, in particular, by giving mortgages upon all or any part of the undertaking, properties and rights of the Association, both present and future, or by making, accepting, endorsing or executing any promissory notes;
- v. To exercise all such powers and do all such things as may be exercised or done by the Association save such as are by these Articles or by any statute required to be exercised or done by the Association in a general meeting; and
- vi. To make and approve policies and procedures covering the daily operations of the Association.

3. Seal

The Association is not required to hold a corporate Seal. Should one however exist, the Executive shall provide for the safe custody of the Seal. The Seal of the Association shall not be affixed, except by the authority of a resolution of the Executive Officers and in the presence of at least two members of the Executive empowered thereto; and those two members shall sign every instrument to which the seal of the Association is affixed in their presence.

4. Fiscal Year

The Fiscal Year of the Association shall be from June 1 to May 31.

5. Annual Audit

The Auditor or Auditors of the Association shall be appointed by the Executive yearly and shall each year, before the Annual General Meeting and at any other time at the request of the Executive, audit the books, accounts and balance sheet of the Association and shall for that purpose have access to all books, documents, securities and receipts of the Association. For the purpose of any such audit the Treasurer shall give the Auditor or Auditors such assistance as shall be required.

6. Meeting of Members

- a) The Association shall, not later than the 30th day of June in each year, hold one General Meeting as its Annual General Meeting, in addition to any other meetings which may be called in that year, and shall specify the meeting as such in the notices calling it. Provided further that if, as a result of inadvertence, or other caused beyond the control of the Association, the Association fails to hold its Annual General Meeting before the 30th of June in any given year, it shall not be precluded from doing so after the 30th day of June in that year provided the meeting is called and held with all reasonable dispatch thereafter.
- b) Subject to the provisions of the Preceding Article, the Annual General Meeting shall be held at such time and such place as the Board of Directors shall appoint or, in default, by the Association in General Meeting.
- c) All general meetings other than Annual General Meetings shall be called "extraordinary general meetings."
- d) The Board of Directors may, whenever they think fit, and they shall, upon the requisition made in writing to the Secretary by one-quarter (25%) of the members of the Association, convene an extraordinary general meeting.
- e) Where an extraordinary general meeting is requested by one quarter (25%) of the Association, the said members shall state in writing to the Secretary the objectives of the meeting and the reasons for the said request and the Board of Directors there upon shall call an extraordinary general meeting within seven (7) days of the date on which the said request is received by the Secretary, but, unless the Board of Directors consents, no business other than stated in the request shall be transacted at the meeting so called.
- f) At least fourteen (14) days before every general meeting, notification specifying the place, the day, the hour of the meeting, and in the case of special business, the general nature of such business, shall be given by public notice on the Association website and social media; but the accidental omission to give such notice shall not invalidate the proceedings at any general meeting.
- g) A quorum for any meeting of the Members of the Association shall be fifteen (15) Voting Members;

- h) The President shall act as Chairman of every meeting of the Association. In his/her absence the Vice-President shall preside and if the Vice-President is not present than any other member of the Executive as chosen by the meeting shall take the chair and preside;
- i) There shall be no proxy votes at meetings of the Members.
- j) The President shall appoint a recording secretary for each meeting of the Members, who shall be responsible for taking minutes from the meeting to have approved by the Voting Members at the following meeting.
- k) Every voting member shall have one (1) vote. In the case of an equality of votes made on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- l) No voting member shall be entitled to vote at any meeting unless all monies payable by him to the Association have been paid.

7. Nomination

- a) Nominations for executive positions will be made from the floor of the Annual General Meeting. All nominations shall require a seconder. All nominees for contested positions will be voted on by the Voting Members present at the Annual General Meeting. Executive positions will be elected by a 50% plus one vote from the total votes cast.
- b) Any Voting Member of the Association who is qualified to become a volunteer with the Association, in addition to such other adults who are determined to be acceptable Executive candidates in the view of the current Executive, is eligible to be elected to the Executive of the Association. All candidates shall have one (1) minute to speak prior to election for that position.

8. Registration

- a) The Executive shall determine the annual registration dates and fees.
- b) The final decision as to which league, division or team any player will play on or in shall be made by the Executive.

9. Committee Reports

At the Annual General Meeting, the Executive 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.

10. Disciplinary Committee

- a) A disciplinary committee (the "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 Executive.
- b) Pursuant to the policies and procedures of the Association and in conjunction with the rules and regulations of the Hockey NL and Hockey Canada, this Committee shall issue suspensions to players, coaches, managers or any member of the Association.
- c) If a Member of the Association is found on inquiry by this Committee to be guilty of conduct unbecoming to him in his capacity of Member, then upon recommendations to the Executive by the Committee and resolution passed by a majority of the Executive, the Executive shall suspend or cancel membership in the Association for a specified or an indefinite period of time.
- d) Notice of a Member's suspension shall be served on the Member so affected personally or by pre-paid mail at the last address of the Member as shown on the records of the Association. The notice shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and mailed.
- e) If appropriate, a copy of the suspension shall also be given to the coach of the Member (if the Member is a Player).
- f) The President may suspend any Member with due cause until a hearing is held by the Committee. The hearing shall be held within fourteen (14) days of the suspension.

11. Policies and Procedures

The Association will maintain a set of policies and procedures to govern the day to day operation of the association. These policies and procedures are subject to change upon a majority vote of the Executive at any regularly scheduled meeting.

12. Miscellaneous

- a) Subject to any broad directive granted by the Executive in compliance with any social media policy governing the Association, no letters, bulletins, notices or any other form of written communication whatsoever shall be issued or any form of verbal or public pronouncements shall be made under the name of the Southern Shore Minor Hockey Association without the prior written consent of the Executive, with the exception of the President or his/her designate.
- b) All or any fund-raising for the Association shall have the approval of the Executive.
- c) The logos of the Southern Shore Minor Hockey Association and Southern Shore Breakers shall not be copied or duplicated for commercial purposes without written approval of the Executive of the association.
- d) Anything not covered by the Constitution and the Bylaws of this Association will be let to the discretionary powers of the Executive.

13. Appeals

Any request to appeal disciplinary decisions shall be in writing and served personally on the President or Vice President within fifteen (15) days of the service of the notice of decision. The Executive shall hold a hearing within fourteen (14) days of the receipt of the written appeal.

14. Affiliations

This Association shall maintain affiliation with Hockey NL and Hockey Canada and shall be subject to their rules and regulations.

15. Amendment to the Articles

These Articles may be amended only by a two-thirds (2/3) majority vote of Voting Members present at an Annual General Meeting of the Association provided that;

- i. notice of the meeting to discuss and vote on the proposed amendment shall be posted on the Association website and social media at least fourteen (14) days prior to the said meeting;
- ii. the said notice shall either include a copy of the proposed amendment, or contact information for an individual on the Executive where a Member may obtain a copy, in order 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 a designated member of the Executive at least fourteen (14) days before the date of the said meeting.
- iv. upon the approval of any amendment to these Articles, the Executive shall arrange for Articles of Amendment to be promptly filed with the Newfoundland and Labrador Registry of Companies.