

**ARTICLES OF AMENDMENT**  
**OF**  
**ST. JOHN'S MINOR HOCKEY ASSOCIATION**

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- a) The name of the Association is **The St. John's Minor Hockey Association** and is hereinafter referred to as the **Association**.
- b) The registered office of the Association will be situate at St. John's in the Province of Newfoundland and Labrador.
- c) There shall at all time be 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 (the "Constitution" – formerly the Memorandum of Association)
- e) Other Provisions  
  
See attached Schedule B – By-Laws of the Association (the "By-Laws" – formerly the Articles of 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 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; and
  - ii) The boundaries of the St. John's 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 conducting organized hockey in the City of St. John's and the surrounding area;
- 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 (q) 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 (q) 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

The Membership of the Association shall consist of voting members (a "Voting Member", the "Voting Members" or the "Voting Membership" as the context may require) and non-voting members (a "Non-Voting Member", the "Non-Voting Members" or the "Non-Voting Membership" as the context may require), who together with the Voting Members or the Voting Membership shall be referred as the "Members" or the "Membership", and either a Voting Member or Non-Voting Member may individually be referred to as a "Member", as the context may require) as follows:

- a) 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 (a "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 on the registration form for such youth when registering with the Association in the fall prior to the relevant minor hockey season.
  - 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 Voting 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.

Each of the afore-described Voting 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) The Non-Voting Membership shall be made up of:
  - i. Any youth in the area served by the Association and who is registered to

participate in the activities of the Association in the preceding year (a "Player").

- ii. Any Parent to any youth who is registered with the Association who is not entitled to vote pursuant to Paragraph 1(a)(i); and
  - iii. Youth, and their respective Parents, who are former Players that played the preceding season on a Hockey NL AAA team, Major Midget team, Don Johnson League team, Doug Marshall League 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 NL other than with the Association for any reason other than a relocation to another association's boundaries thus making the former Player ineligible for membership.
- c) All Members shall be subject to these Articles and the rules and regulations 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, rules and regulations, 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 which shall include the following (referred to herein as a "Director" or "Officer"):
- |                                |   |
|--------------------------------|---|
| 1. Past President              | 6. Director of Novice Initiation Hockey |
| 2. President                   | 7. Director of Atom/Peewee Hockey       |
| 3. Vice-President              | 8. Director of Bantam/Midget Hockey     |
| 4. Treasurer                   | 9. Director of Female Hockey            |
| 5. Director of All Star Hockey | 10. Director at Large                   |
|                                | 11. Director at Large                   |
- 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.
- c) Any vacancy occurring in the Executive shall be filled by appointment by such Directors that remain in office.
- d) 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.
- e) 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.

- f) 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.
- g) Special 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. A regular Executive meeting shall be scheduled by the President each year.
- h) 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(e) 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.
- i) 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.



- j) 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.
- k) 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 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.
- l) 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.
- m) 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 hold a professional accounting designation, or have equivalent work experience and education. He or she 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.
- n) Director of All Star Hockey will be responsible for the operation of all teams competing in Provincial Competition representing St. John's Minor Hockey Association. He/She will represent St. John's Minor Hockey Association on any committee overseeing the operation of any league in which St. John's Minor Hockey Association teams compete with teams from other associations.
- o) 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. In addition, the Director of Novice Initiation Hockey shall be responsible for operating an Initiation Programme providing a "learn to skate" alternative to youth not ready to compete in a hockey programme.
- p) Director of Atom/Peewee Hockey shall be responsible for teams competing in the house league system at the Atom and Peewee divisions of the Association.
- q) Director of Bantam/Midget Hockey shall be responsible for teams competing in the house league system at the Bantam and Midget divisions of the Association.
- r) Director of Female Hockey shall be responsible for female teams competing with the Association.
- s) Additional Directors whom shall perform duties assigned to them from time to time by the Executive.



- t) 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 rules and regulations 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 May 1 to April 30.

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 Annual General Meeting of the members shall be held yearly on such dates and in such place as the Executive may by resolution determine. The Annual General Meeting is ideally held no later than the 30<sup>th</sup> 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 house league season. In all circumstances, the Annual General Meeting shall be held within fifteen (15) months of the date of the last year's Annual General Meeting. Notice of the meeting shall be posted on the St. John's Minor Hockey Association website at least thirty (30) days prior to the meeting.
- b) Special meetings of the Association shall be called at any time by:
  - i. A resolution of at least two-thirds of the Executive, or
  - ii. A requisition in writing forwarded to the President, or in his/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 Executive shall give notice of the meeting by website publication at least fourteen (14) days prior to the meeting. If the Executive does not proceed to convene the said meeting within thirty (30) days from the date of the requisition, then one (1) of the Voting Members that requisitioned the meeting may themselves convene a meeting.
- c) A quorum for any meeting of the Members of the Association shall be fifteen (15) Voting Members;
- d) 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;
- e) There shall be no proxy votes at meetings of the Members.
- f) 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

## 7. Nomination

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. If no nomination is received for a particular Executive position as of the closing date then nominations will be made from the floor of the Annual General Meeting. All nominations from the floor 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.

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 as a Director 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 rules and regulations 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

- a) 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 St. John's 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.

## 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 a General Annual 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 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 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.

*THE CORPORATIONS ACT*  
*FORM 5*

**CERTIFICATE OF AMENDMENT**

(Section S 279, 286)

Corporation Name: **The St. John's Minor Hockey Association**

Corporation Number: **15821**

Date of Amendment: **NOVEMBER 22, 2018**

I certify, as per the attached Articles of Amendment, that the Articles of Incorporation for this Corporation have been amended under the *Corporations Act* of Newfoundland and Labrador.



**REGISTRAR OF COMPANIES**  
For Province of Newfoundland and Labrador  
NOVEMBER 23, 2018



# REGISTRY OF COMPANIES

Company No. 1582  
 Filed NOV 22 2018  
 Receipt No. 700792  
 Registrar of Companies



## GOVERNMENT OF NEWFOUNDLAND AND LABRADOR

### Department of Government Services and Lands

#### The Corporations Act (Form 4)

#### ARTICLES OF AMENDMENT (Sections 54, 285)

1 – Name of Corporation	2 – Corporation No.
<b>The St. John's Minor Hockey Association</b>	<b>15821</b>

3 – The Articles of the above-named corporation are amended as follows:

By Resolution passed by the voting members of the Corporation at a duly called meeting of the members, held on the 6<sup>th</sup> day of November, 2018, the voting members of the Corporation approved an amendment to the Articles of Association, replacing the existing Articles in their entirety with the contents of the attached Schedule "A".

Date	Signature	Description of Office
November 22, 2018		Director

Registry of Companies, PO Box 8700, Confederation Building, St. John's, NL A1B 4J6

RECEIVED

NOV 22 2018

REGISTRY OF  
COMPANIES