

BAY ARENA MINOR HOCKEY ASSOCIATION

ARTICLES OF ASSOCIATION

1. The Regulations contained in Table "A" of the Companies Act, Chapter 54 of the Revised Statutes of Newfoundland shall not apply to this Association.
2. Any person whose permanent residence is within the boundaries as they exist from time to time, from the Town of Tilton to the Town of Marysvale, including all towns and municipalities between as follows: Shearstown, Tilton, Spaniards Bay, Municipality of Bay Roberts, Butlerville, Port de Grave, Bareneed, Clarkes Beach, North River, Hallstown, South River, Salmon Cove, Makinsons, Cupids, Brigus, Georgetown, Marysvale, and Roaches Line.
3. A voting member of the association will include any person residing within the boundaries of Tilton to Marysvale as defined in section 2, who has attained the age of nineteen years (19) and is covered by one or more of the following conditions:
 - a. Is a Parent or Guardian of a player who is registered in the Association by the 10th day of February in the year of the Annual General Meeting and remains in good standing with the Association.
 - b. Is a registered coach or an elected member of the Association and remains in good standing with the Association.
 - c. Any other resident who registers with the Association on or before the date of the Annual General Meeting.
4. The amount of entrance fees and annual fees may be amended from time to time by the Association in General Meeting by ordinary resolution to that effect.

DIRECTORS

5. The Board of Directors of the Association who shall be voting members in good standing of the Association shall consist of the following:
 - a. President
 - b. Vice-President
 - c. Past President (Note 1)
 - d. Secretary
 - e. Treasurer
 - f. Five (6) Directors
 - i. Rep Teams
 - ii. House League
 - iii. Fundraising
 - iv. Registrar
 - v. Female
 - g. Referee-in-chief
 - h. President of Hockey Moms
 - i. President of Hockey Dads (Note 2)

Note 1: The immediate Past President will advise in writing if he/she wishes to retain this position and actively participate in the administration of the association and maintain his/her voting privileges.

Note 2: The President of Hockey Dads position will only become an actual position when actual Hockey Dads Association is formed and is actively participating in the aims and objectives of the Bay Arena Minor Hockey Association.

Note 3: The position of Referee-in-chief, President of Hockey Moms, and President of Hockey Dads shall be filled by those actively occupying those positions OR the elected representative from that association's elected executive but shall not include both. There will be only one vote for each of these positions.

6. The officers of the Association (who shall be voting members in good standing of the Association) shall consist of a President, Vice President, Treasurer and Secretary.
7. At the Annual General Meeting (AGM) of the association an election of directors shall take place. All terms of office shall be 2 years.
 - a. The following directors shall be elected in even numbered years:
 - i. Vice President
 - ii. Secretary
 - iii. Rep Teams Director
 - iv. Fundraising Director
 - v. Female Director
 - b. The following directors shall be elected in odd numbered years:
 - i. President
 - ii. Treasurer
 - iii. Scheduling Director
 - iv. House League Director
 - v. Registrar

The outgoing President of the Association will automatically be regarded as the immediate Past President. In such capacity, the Past President shall have the right to attend any and all meetings of the Board and will have full power to participate in all proceedings of the Board and shall have the right to vote, unless he/she advises the President in writing that he/she does not wish to retain that right and relinquishes all duties and rights to the position.

8. At every Annual General Meeting, elections will be held to fill offices which become vacant in that year and in each case, the members so elected shall serve in the capacity for which he was elected for the remaining term of office.

9. By virtue of his election, each officer shall ipso facto be deemed to be a member of the Board of Directors of the Association.
10. 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 in Article 8 of the Articles of Association.
11. The term of office of the Board of Directors shall commence on the 1st day of July in the year in which he/she is elected at the Annual General Meeting (AGM).
12. On the 30th day of June in each year, the officers and Directors whose term in office expire in that year shall retire.
13. The Board of Directors, or the majority of them, may at any time in their absolute and unfettered discretion dismiss any director upon giving notice in writing thereof and the reason for such dismissal. Such Director may appeal the dismissal by writing to the Board of Directors stating the reasons for appeal. Such appeal shall be to the Association General Membership.
14. 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, of if he does so vote his vote shall not be counted.
15. The Association may from time to time by ordinary resolution increase or decrease the number of Directors.
16. The Association may by special resolution remove any officer or Director before the expiry date of his period of office.
17. The office of Officer or Director shall be vacated if the Officer or Director:
 - a. becomes of unsound mind
 - b. resigns his office by notice in writing to the Association
 - c. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest.
18. The business affairs of the Association shall be administered and managed by the Board of Directors, who may pay all expenses incurred in the information and registration of the Association and may exercise all such powers of the Association as are not by the Companies Act as amended or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to any regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in general meeting, but no regulations made by the Association in general

meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulations had not been made.

19. Without prejudice to any of the powers of the Articles or By-Law conferred upon the Board of Directors, it is hereby declared that they shall have the following powers:
- a. to pay all the preliminary expenses incurred in or about the formation and registration for the Association;
 - b. to raise and borrow money for the objects of the Association and to secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Association, present or future.
 - c. to purchase or otherwise acquire on behalf of the Association any property, rights or things which the Association may purchase or acquire;
 - d. to appoint, remove or suspend any managers, secretaries, clerks, agents or servants and to direct and to control them and fix and pay their remuneration;
 - e. to enter into negotiations and agreements or contracts (preliminary, conditional or final) and to give effect to, vary or rescind same;
 - f. to give receipts and releases and discharges on behalf of the Association;
 - g. to invest and deal with any of the monies of the Association not immediately required for the purposes of its business in such manner as they think fit; and to vary such investments or realize the amount invested therein;
 - h. to organize, prepare, manage, vary, change, or modify the playing schedule for all games, matches and competitions promoted, arranged, conducted and controlled by the Association;
 - i. to expel, suspend or otherwise discipline teams, players, coaches and managers for violations of the Memorandum, Articles, By-Laws, regulations or rules of the Association or for and act or acts of conduct prejudicial to the Association or its purposes or the well being of any ice hockey league promoted, arranged, conducted or controlled by the Association;
 - j. to administer and interpret the rules and regulations contained in any official rule book or code of behavior which may from time to time be approved for use by the Association;
 - k. to choose, decide upon, alter, or change any of all buildings, facilities, equipment of the Association or playing sites for the purpose of conducting ice hockey games, matches, or competitions;
 - l. to decide upon and to charge players, coaches and managers fees for participation in the activities sponsored by the Association;
 - m. to prescribe the conditions upon which teams may be organized and may be permitted to participate in the games, matches and competitions sponsored, promoted, controlled, organized and conducted by the Association;
 - n. the Board of Directors may, from time to time, delegate authority to any person or group of persons to raise monies to fund particular projects approved by the Board. Such monies shall and must be for the benefit of the Association as a whole and not for the benefit of one group of individuals.

20. The Board of Directors may delegate any of the powers to committees, consisting of such member or members of the Association as they see fit. Any committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on him or them by the Directors. The regulations herein contained for the meetings and proceedings of the Board of Directors shall so far as not be altered by any regulations made by the Board of Directors apply also to the meetings and proceedings of a committee.
21. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, fifty per cent (50%) of the members of the Board plus one (1) shall constitute a quorum. Questions arising in any meeting shall be decided by a majority of votes. Special Meetings of the Board may be formally called at any time by the President or, in his absence, by the Vice-President, at a request of a majority of the members of the board. Reasonable notice of such meetings must be given to each member of the Board.
22. At any meeting of the Board each member of the Board shall have one vote and votes may be given personally. There is to be no vote by proxy. In the case of an equality of votes, the President of the meeting shall have an additional or casting vote.
23. A resolution in writing signed by all members of the Board shall be as effective for all purposes as a resolution passed by the meeting of the Board duly conveyed, held and constituted.
24. The Board shall cause minutes to be made in books provided for the purpose:
- a. of all appointments of committees made by the Board;
 - b. of all the names of Directors present at each meeting of the Board and any committee of the Board;
 - c. of all resolutions and proceedings at all meetings of the Association and of the Board and of the Committees of the Board.

DUTIES OF OFFICERS

25. The President shall:
- a. preside at all meetings of the Association.
 - b. be responsible for the overall management of the Association.
 - c. sign all appropriate instruments and documents which require signature on behalf of the Association.
 - d. act as spokesperson for the Association.
 - e. deal with external organizations.
 - f. appoint committees to investigate issues and concerns of the Association.
 - g. perform all other duties incidental to the office.

26. The Vice -President shall:

- a. perform the duties of the president in his/her absence;
- b. oversee the administration of the Association, including official records.
- c. supervise the organization of the Association.
- d. assist the president in the discharge of his/her duties.
- e. be responsible for all issues dealing with discipline of players and coaches.
- f. perform all other duties incidental to the office.

27. The Treasurer shall:

- a. have the care and custody of ALL funds of the Association.
- b. keep an accurate record of all transactions of the Association.
- c. sign with the president ALL transactions that require signature, dealing with finance.
- d. present a written annual statement/audit report to the members at the AGM in June.
- e. report on the financial status of the Association to the Executive at each meeting of the Association.
- f. perform all other duties incidental to the office.

28. ALL cheques shall be signed in the following matter:

- a. by the President and co-signed by the President and/or the Vice-President.

29. The Secretary shall:

- a. give notice to the executive of all meetings.
- b. keep an accurate account of all meetings of the Association.
- c. have the care and control of the minute books of the Association.
- d. shall handle all correspondence on behalf of the Association.
- e. have the authority to check the accounts of the Treasurer and report his/her findings to the President and the Executive at the next meeting.
- f. perform all duties incidental to the office.

DUTIES OF DIRECTORS

30. Director Number ONE (Scheduling) shall:

- a. schedule all ice time to the various teams within the Association.
- b. liaison with the referees association.
- c. perform all other duties incidental to the office.

31. Director Number TWO (Rep Teams) shall:

- a. be responsible for the Rep Teams program at all levels.
- b. represent the needs and concerns of Rep Team coaches, players and parents to the executive.
- c. in consultation with Director NO.3, submit a list of recommended coaches for each Rep team, from applications received, to the executive to be voted on.

- d. oversee the activities of the coaching staff of ALL Rep Teams.
- e. liaise with the Technical Director on Rep Team issues.
- f. provide assistance to Director NO.3 (House League) when required.
- g. convene a meeting with ALL Rep Coaches at the beginning of each season and go over the rules and regulations by which the Association requires them to operate under. This meeting should take place preferably before the commencement of any on-ice sessions, but in any event within a reasonable time frame.
- h. convene a meeting with ALL Rep Coaches at the end of or close to the end of each hockey season to get input from those directly involved, and prepare a report to be presented to the Association. Pointing out genuine concerns, and probable solutions to those concerns.
- i. perform all other duties incidental to the office.

32. Director Number THREE (House League) shall:

- a. be responsible for conveying the House League Program.
- b. ensure co-ordinators are appointed for each House League Division.
- c. ensure that approved coaches are appointed for each House League Team.
- d. represent the needs and concerns of coaches, players and parents of House League to the executive.
- e. oversee the activities of House League Co-ordinators of each division.
- f. liaise with the Technical Director on House League issues.
- g. provide assistance to Director NO.2 (Rep) when required.
- h. shall meet with ALL House League Coaches at the beginning of each session, preferably before the commencement of any on-ice session, but in any event within a reasonable time frame, to go over the rules and regulations the Association requires them to operate under.
- i. Convene a meeting with the division co-ordinators at the end of or close to the end of each hockey season to discuss genuine concerns and possible solutions, and prepare a report to be presented to the Association.
- j. perform all other duties incidental to the office

33. Director Number FOUR (Fundraising) shall:

- a. be responsible for all Fund-raising projects undertaken by the Association.
- b. oversee all Fund-raising projects either personally or through special committees.
- c. require applications from Teams requesting permission to conduct Fundraising projects signed by the Head Coach, Assistant Coach, or Team Manager.
- d. approve or deny all applications submitted by Teams to conduct Fundraising.
- e. be the signing authority for the Association on ALL Provincial Lottery Applications, if available, with either the Head Coach, Assistant Coach or Team Manager of the team requesting the same.
- f. perform all other duties incidental to the office.

34. Director Number FIVE (Registrar and Public Relations) shall:

- a. be responsible for the registration process.
- b. ensure that all players and coaches are duly-registered within the Association.
- c. ensure that all players, coaches and executives are duly-registered with Hockey NL.
- d. maintain an accurate list of all players within the Association.
- e. coordinate all Public Relations for the Association.
- f. perform all other duties incidental to the office.

35. Director Number SIX (Female) shall:

- a. be responsible for conveying the Female Program
- b. ensure co-ordinators are appointed for each Female Division.
- c. ensure that approved coaches are appointed for each Female Team.
- d. represent the needs and concerns of coaches, players and parents of Female to the executive.
- e. oversee the activities of Female Co-ordinators of each division.
- f. liaise with the Technical Director on Female issues.
- g. shall meet with ALL Female Division Coaches at the beginning of each session, preferably before the commencement of any on-ice session, but in any event within a reasonable time frame, to go over the rules and regulations the Association requires them to operate under.
- h. Convene a meeting with the female division co-ordinators at the end of or close to the end of each hockey season to discuss genuine concerns and possible solutions, and prepare a report to be presented to the Association.
- i. perform all other duties incidental to the office

36. Referee-in-chief shall:

- a. be responsible for assigning referees for all House League and Rep games held under the auspices of the Association.
- b. perform all other duties incidental to the office.

37. President of Hockey Moms shall:

- a. arrange the Annual Awards Banquet;
- b. assist specific teams/groups in organizing hospitality for invitational and provincial tournaments, etc.
- c. assist the association in promoting its aims and objectives.
- d. perform all other duties relating to the office.

38. President of Hockey Dads shall:

- a. assist the association in promoting its aims and objectives.

39. Any member of the Association may at any time resign by presentation of a notice in writing of his resignation to the Board of Directors.

40. The Board of Directors may, by a majority vote, expel from the Association or suspend or otherwise discipline any member or Director; or expel suspend or otherwise discipline teams, players, coaches and managers who have committed an act or acts prejudicial to the Association or its purposes or to the well being of any ice hockey league promoted, arranged or conducted.
41. Charges that a member or director, team, coach, player or manager has committed an act or acts prejudicial to the Association or its purposes of well-being of any ice-hockey league promoted, arranged, conducted or controlled by the Association or has violated any of the provisions of the Memorandum, Articles, By-Laws, regulations or rules of the Association shall be made in writing to the Board of Directors.
42. Before a member or director, team, player, coach or manager is expelled or suspended or otherwise disciplined, the following procedures shall be followed:
- a. The act or conduct complained of shall be inquired into by a committee of at least three members appointed by the Board of Directors for the purpose.
 - b. Such member or director, team, player, coach or manager against whom a charge is made shall be notified thereof by registered mail stating:
 - i. the specific charges made against him;
 - ii. the material facts which will be relied on by his accusers as supporting the charges made against him;
 - iii. the names of those members appointed by the Board to inquire into the charges.
 - c. Such member or director, team, player, coach or manager shall be entitled to be present at the hearing and to be represented by a legal counselor, some other spokesman of his choice and shall be given full opportunity to defend himself and to justify and explain his conduct.
 - d. If a majority of the committee appointed for the purpose decide that it is proven that a member or director, team, player coach or manager is guilty of any of the charges alleged, they shall report their decision to the Board together with a recommendation with respect to the form of discipline that should be imposed on such a member.
 - e. The Board, by a majority of those present at the meeting, may accept or reject, but may not modify, the committee's decision and recommendation with respect to discipline, provided that if the decision and recommendation of the Committee is rejected, the member or director, team, player, coach or manager, as the case may be, shall be deemed to be absolutely exonerated from all charges brought against him and in the case of a member, shall have the right to remain a member of the Association.
 - f. When a member or director is being expelled or suspended, or otherwise disciplined in his capacity as coach, team, player, manager, assistant manager, trainer, or in any other designated role as a team person, he shall not have the right to appeal any charges under procedure as outlined in Articles 40, 21, and 42.

43. Upon the resignation or expulsion of a member, the Secretary shall notify all members of the Association to this effect and any member who resigns or is expelled shall forfeit all privileges of membership in the Association.
44. The Association shall, not later than the 15th day of June in each year, hold 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 causes beyond the control of the Association, the Association fails to hold its Annual General Meeting before the 15th day of June in any given year, it shall not be precluded from doing so after the 15th day of June in that year provided the meeting is called and held with all reasonable dispatch thereafter.
45. Subject to 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.
46. All meetings of the Association will be defined as one of the following:
- a. *GENERAL MEETING* is a meeting of the Board of Directors, called by the President or his/her delegate to deal with the day-to-day operations of the association.
 - b. *EXTRAORDINARY GENERAL MEETING* is a meeting called by the president or his/her delegate to deal with a specific issue after having received in writing a request which conforms to the rules set out in section 48.
 - c. *ANNUAL GENERAL MEETING* is a meeting called by the president or his/her delegate to deal with the election of officers, amendments, to the constitution, by laws, Articles of Association and any other issue that the constitution requires to be dealt with at such a meeting.
47. 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 or by one-quarter (25%) of the elected Board of Directors, convene an extraordinary meeting.
48. Where an extraordinary general meeting is requested by one quarter (25%) of the Association, or by one quarter (25%) of the elected Board of Directors, the said members shall state in writing to the Secretary the objectives of the meeting and the reason for the said request and the Board of Directors thereupon shall call an extraordinary general meeting within two (2) 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 that stated in the request shall be transacted at the meeting so called.
49. At least three (3) days before every general meeting, notice thereof 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; but the accidental omission to give such notice shall not invalidate the proceedings at any general meeting.

50. All business shall be deemed "special" that is:
 - a. transacted at any extraordinary general meeting; and
 - b. transacted at an annual general meeting with the exception of the consideration of accounts, balance sheets and the reports of the officers and the appointment and remuneration of auditors.
51. No business shall be transacted at any Annual General Meeting unless a quorum of not less than fifteen (15) members of the Association is present at the commencement of such business.
52. The President, or in his absence, the Vice President shall preside as Chairman at all meetings of the Association.
53. If neither the President nor the Vice-President is present at the time of holding a meeting, the members shall choose some one of their number to be Chairman.
54. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
55. At any general meeting, unless a poll is demanded by at least five (5) members, a declaration by the Chairman that a resolution has been carried out or lost, and an entry to that effect in the books of the Association shall be the conclusive evidence of the fact.
56. If a poll is demanded, it shall be taken in such a manner and at such a time as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Association in general meeting.
57. Every voting member shall have one (1) vote. In the case of 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.
58. No voting member shall be entitled to vote at any meeting unless all monies payable by him to the Association have been paid.
59. Any corporation which is a member of the Association may, by resolution of its directors or other governing body, authorize such person as it thinks fit to act at its representative at any general meeting of the Association, and the person so authorized shall be entitled

to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

60. The Board of Directors shall appoint an auditor of the Association for each year who shall not be a member of the Association and who shall conduct an annual audit
61. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid registered letter addressed to such member at his regular place of abode, or if unknown, at the address which appears on the membership roll.
62. Any notice, if served by Post, shall be deemed to have been served at the time the letter containing the same would have been 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 posted and that the postage was prepaid.
63. The Board of Directors shall cause proper books of account to be kept with respect to:
 - a. all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Association; and
 - c. all assets and liabilities of the Association.
64. The books of account shall be kept in the custody of the Board of Directors and subject to any reasonable restrictions as to time and manner or inspection imposed by the Association in general meeting shall be open to inspection of the members upon demand.
65. At the Annual General Meeting of the Association in every year the Board shall lay before the Association a statement of Income and Expenditures for the preceding year, together with a balance sheet and other statements and reports that the board deems necessary to give a true and proper picture of the financial affairs of the Association.
66. The signing officers of the Association for all matters for which the affixation of the Seal of the Association is not required shall, unless otherwise determined by the Association in General Meeting, be the Treasurer, and one of the President or Vice-President.
67. The Board shall forthwith procure a Common Seal to be made for the Association and shall provide for the safe custody thereof.
68. The Seal of the Association shall not be fixed to any instrument or document except by authority of a resolution of the Board of Directors or of a committee of the Board, and every instrument to which the Seal is affixed shall be signed by two (2) members of the Board, one of whom shall be the President.

69. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up.
70. These Articles of Association may be amended by a resolution passed by a two-thirds (2/3) majority of the members present at the Annual General Meeting of the Association provided that at least two (2) weeks notice of the meeting and of the intention to introduce such amending resolution has been given to the members of the Association. The suggested amendment(s) shall be received by the Association at the office of the Association one (1) week before the meeting.
71. The Association in general meeting may make by-laws, regulations and rules respecting any and all of the activities of the Association, its members, teams, players coaches, managers and any other persons who may from time to time be involved in the control, administration, management, promotion and arrangement of ice hockey matches and competitions, and in particular, but not so as to limit the generality of the foregoing, to make by-laws, regulations, and rules respecting:
- a. eligibility of players, coaches and managers;
 - b. qualifications of officials;
 - c. mode and manner of officiating at all games matches and competitions;
 - d. mode and manner of protesting against officiating decision;
 - e. transfers of players from one team to another;
 - f. conduct of players, coaches and managers during games, matches and competitions;
 - g. standards of play during games;
 - h. minimum standards of equipment to be used by players during games, matches and competitions;
 - i. styles of uniforms to be used by players;
 - j. management and administration of individual ice hockey clubs participating in games, matches and competitions sponsored by the Association.
72. The Board of Directors may, by a majority, make any by-laws, regulations and rules which in their absolute discretion they deem necessary or desirable to carry out the purposes of the Association effectively or adequately during, but only during, the period of time between the date of incorporation of the Association and the date of the first annual general meeting of the Association.