

The Companies Act

AN ACT TO REVISE AND REFORM THE LAW RESPECTING CORPORATIONS

Chapter C36, Part XXI

MEMORANDUM OF ASSOCIATION

OF

ST. JOHN'S MINOR HOCKEY ASSOCIATION

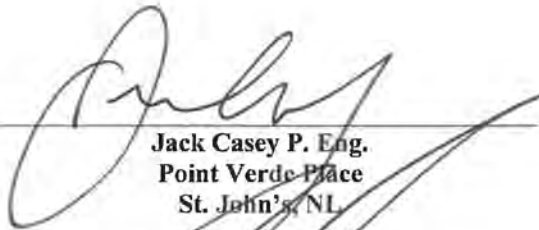
1. The name of the Association is **The St. John's Minor Hockey Association** and is hereinafter referred to as the **Association**.
2. The registered office of the Association will be situate at St. John's in the Province of Newfoundland.
3. The objects for which the Association is established are as follows:
 - 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;
 - ii) The boundaries of the St. John's Minor Hockey Association as recognized by Hockey Newfoundland and Labrador for the purpose of Provincial Competition which includes all individuals residing within the City of St. John's and the surrounding area who are not registered with the Avalon Celtics Minor Hockey Association or living within the boundaries of an active minor hockey association; and subject to the residential qualifications as specified by Hockey Canada.
 - b) To give youth, regardless of race, creed, social status or ability an equal opportunity to play hockey as a wholesome and healthful recreation under conditions which teach and promote the principles of good citizenship, team discipline, self discipline, self confidence, sportsmanship, pure competitiveness and fair play, in an effort to assist the individual to obtain a healthier and happier life;
 - c) To give as many youth as possible in the area served by the Association the equal opportunity to play minor hockey;
 - 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 endeavour to provide coaching clinics in conjunction with other hockey associations during each hockey season;

- 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 by public and private subscriptions;
 - 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, and to raise or secure the repayment of such moneys and, in particular, by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged 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, bills of exchange or hypothecation;
 - 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, take on 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.
 - 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.
4. The income and property of the Association, however derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; 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 and their guests, limited to one guest per person. No clause shall be inserted in the Articles of Association in conflict with this Memorandum of Association. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force in conflict with this Memorandum of Association.

5. The liability of the members is limited.
6. If any member receives any dividend, bonus or other profit in contravention of the fourth paragraph of this memorandum, his or her liability shall be unlimited.
7. 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 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 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 in pursuance of paragraph six of this memorandum.
8. 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 clause 4 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 Trial Division of the Supreme Court of Newfoundland 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.
9. 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 examined, and the correctness of the balance sheet ascertained, by one or more properly qualified auditor or auditors.

We the several persons whose names and addresses are subscribed, are desirous of being formed into an association in pursuance of this memorandum of association.



Jack Casey P. Eng.
Point Verde Place
St. John's, NL



Rod Churchill
Bauline Line
Portugal Cove, NL



Mark Carew CA
21 Quilty's Road
Paradise, NL



John Barrington
Quidi Vidi Road
St. John's, NL

WITNESS to the abovementioned signatures:



Gerry Gulliver
Vanier Street
St. John's, NL

DATED at St. John's this 19th day of June, A.D., 2014.

OFFICIAL

ARTICLES OF ASSOCIATION

OF

ST. JOHN'S MINOR HOCKEY ASSOCIATION

1. Membership

- a) The membership shall be made up of:
 - i. Any adult wishing to promote the objects of the Association, and who is acceptable to the Executive of the Association. These members shall have one (1) vote each and are eligible to hold office in the Association;
 - ii. Any youth living within the City of St. John's or surrounding area who is not eligible for registration with another Association may register and play with this Association
 - iii. Any youth in the area served by the Association and who is registered to participate in the activities of the Association each year. These members shall have no voting or office holding privileges. These members may be referred to hereinafter as "players".
 - iv. Any parent or guardian of, or any adult who stands in loco parentis to any youth who is registered with the Association. These members shall have one (1) vote each and are eligible to hold office in the Association;
 - v. Any adult who, at the discretion of the Executive has become an honorary member of the Association. These members shall have one (1) vote each but are not eligible to hold office in the Association.
- b) All members shall be subject to the Articles of the Association 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;
- c) The first members of the Association shall be the signatories to the Memorandum of Association and these Articles.

2. Executive

- a) The business of the Association shall be managed by the Executive which shall consist of the following officers:
 - 1. Past President
 - 2. President
 - 3. Vice-President
 - 4. Secretary/Treasurer
 - 5. Director of All Star Hockey
 - 6. Director of Novice Initiation Hockey
 - 7. Director of Atom/Peewee Hockey
 - 8. Director of Bantam/Midget/Juvenile Hockey
 - 9. Director of Female Hockey
 - 10. Director
 - 11. Director
- b) The Executive of the Association shall be elected at the Annual General Meeting and the term of office shall be either two (2) years from the meeting at which they are elected or until their successors are elected.

- c) Any vacancy occurring in the Executive shall be filled by appointment by such Executive officers that remain in office.
- d) A quorum of the Board shall be five (5) Executive officers;
- e) The office of an Executive officer shall be vacated:
 - i. Upon his or her death;
 - ii. If he or she becomes of unsound mind;
 - iii. If he or she resigns by notice in writing;
 - iv. If he or she is removed from office by a vote of two thirds of the 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;
 - v. 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.
- f) 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 monthly Executive meeting shall be scheduled by incoming Executive each year.
- g) Business arising at any meeting of the Executive shall be decided by a majority vote of all of the Executive present, 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;
- h) The signing officers of the Association shall be the Secretary/Treasurer and President or a Vice-President.
- i) 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. The President may suspend any member with due cause until a hearing is held by the Discipline Committee. The hearing shall be held within fourteen (14) days of the suspension. In this role the President will be responsible for directing the work of the Administrator if such a position exists.
- j) 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. In this role the Vice-President will be responsible for directing the work of the Technical Director and the Referee in Chief if such positions exist.
- k) The Secretary/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 Secretary/Treasurer shall chair the Finance Committee of the Executive and 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.
- l) 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.

- m) Director of Novice Initiation Hockey shall be responsible for teams competing in the house league system in the 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.
- n) 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.
- o) Director of Bantam/Midget/Juvenile Hockey shall be responsible for teams competing in the house league system at the Bantam and Midget divisions of the Association. The Director of Bantam/Midget Hockey shall also be responsible for the Juvenile Division if one is operational.
- p) Director of Female Hockey shall be responsible for female teams competing with the Association.
- q) Up to two (2) additional Directors whom shall perform duties assigned to them from time to time by the Executive.
- r) 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 or by the issue of debentures, bonds or other securities of any kind charged 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;
 - vi. To make rules and regulations covering the daily operations of the Association.

3. Seal

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 – 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 Secretary/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. This Annual General Meeting is to be held no later than the 15th day of June of each year. Notice of the meeting shall be by newspaper publication at least thirty (30) days prior to the meeting and further newspaper publication shall be made at least three (3) 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 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 newspaper 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 (1) of the requisitionists may themselves convene a meeting.
- c) A quorum for any meeting of the Association shall be fifteen (15) voting members;
- d) The President shall act as Chairman of every meeting of the Association. In his 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) All meetings shall be conducted by the Roberts Rules or Order.

7. Nomination

The Executive shall appoint a Nomination Committee which shall present a proposed slate of candidates for election at the Annual General Meeting. A Call for Nominations shall be made 60 days prior to the Annual General Meeting, with nominations closing 30 days prior to the Annual General Meeting. If the Nominating Committee is unsuccessful in filling the slate of candidates by the nomination closing date then nominations will be made from the floor of the Annual General Meeting. All nominations from the floor shall require a seconder. The nominees presented by the Nominating Committee and any nominations made from the floor of the Annual General Meeting will be voted on by the voting members present at the meeting. Officers will be elected by a 50% plus one vote from the total votes cast. Only voting members of the Association who are qualified to become a volunteer with the Association shall be elected as officers. 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;

- c) The maximum number of players registered on any one team shall be nineteen (19) of which two (2) shall be goalies.
- d) Any team wishing to increase the number of registered players above the recommended number as specified in Article 8c shall obtain written permission from the Executive.

9. Committee Reports

At the Annual General Meeting all committees shall submit a report of their activities for the year past including all income and expenditures.

10. Disciplinary Committee

- i. The Disciplinary Committee shall be composed of three (3) voting members of the Association, one of whom shall be the Vice-President. This Vice-President shall act as Chairman of the Committee.
 - ii. Pursuant to the rules and regulations of the Association and in conjunction with the rules and regulations of the Hockey Newfoundland and Labrador and Hockey Canada, this Committee shall issue suspensions to players, coaches, managers or any member of the Association.
 - iii. 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.
- b) 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.
 - c) If appropriate, a copy of the suspension shall also be given to the coach of the member.

11. Coaches

- a) The Executive may terminate the services of any coach, manager, or team representative at any time without notice if the Executive deems it to be necessary and advisable for the benefit and welfare of the Association. This is subject to the appeal section in Article 17.
- b) The Executive shall select the coaches of the All-Star teams.
- c) For all competitive (All-Star) Hockey teams the Association shall provide coaches with appropriate National Coaches Certification levels and qualified persons for team management. All coaches must have completed the Speakout programme and be screened by Hockey Newfoundland and Labrador.

12. Provincial Team

An All-Star team shall be duly registered for each division to compete in Provincial play-offs under regulations laid down by the Hockey Newfoundland and Labrador. These teams shall be subject to all rules and regulations of the Association.

13. Temporary Officials

Under emergency circumstances the majority of the Executive present may appoint temporary game officials who shall have the authority of regular game officials. All officials shall be subject to the Association and Hockey Canada regulations.

14. Miscellaneous

- a) 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 written authorization of the Executive.
- c) 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.

15. Appeals

Any appeals of disciplinary decisions shall be in writing and served personally on a member of the Executive 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.

16. Affiliations

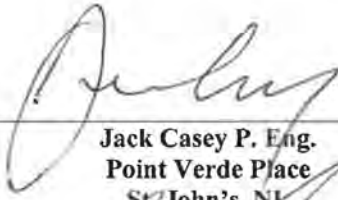
This Association shall maintain affiliation with Hockey Newfoundland and Labrador and Hockey Canada and shall be subject to their rules and regulations.

17. Amendment to the Articles

These Articles may be amended only by a two-thirds 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 given by newspaper publication at least thirty (30) days prior to the said meeting;
- ii. the said notice shall specify the name, address and telephone number of at least two persons from whom a copy of the proposed amendment may be obtained in order to give every voting member of the Association the opportunity to put forward 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.

We the several persons whose names and addresses are subscribed, are desirous of being formed into an association in pursuance of this memorandum of association.



Jack Casey P. Eng.
Point Verde Place
St. John's, NL



Rod Churchill
Bauline Line
Portugal Cove, NL



Mark Carew
21 Quilty's Road
Paradise, NL



John Barrington
Quidi Vidi Road
St. John's, NL

WITNESS to the abovementioned signatures:



Gerry Gulliver
Vanier Place
St. John's, NL

DATED at St. John's this 19th day of June, A.D., 2014.

THE CORPORATIONS ACT
FORM 5

CERTIFICATE OF AMENDMENT


(SectionS 279, 286)

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

Corporation Number: **15821**

Date of Amendment: **MAY 31, 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
JUNE 1, 2018

REGISTRY OF COMPANIES



Company No. 15821
 Filed May 31, 2018
 Receipt No. _____

 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.
The St. John's Minor Hockey Association	15821

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

By Resolution dated May 30, 2018, reflecting a true copy of a Resolution passed by the voting members of the Corporation at a duly called meeting of the members, held on the 19th day of June, 2014, the voting members of the Corporation approved an amendment to Section 2 of the Articles of Association addressing an addition to "Executive" as follows:

That the Executive be increased by up to two (2) additional Directors whom shall perform all duties which may be assigned to him/her from time to time by the Executive.

Date	Signature	Description of Office
May 31, 2018		Solicitor

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

