

CONSTITUTION

OF

PARADISE MINOR HOCKEY ASSOCIATION

(The “Association”)

Articles of Association

ARTICLE 1 – NAME

The organization shall be known as the Paradise Minor Hockey Association (Hereinafter referred to as the “Association”).

ARTICLE 2 – REGISTERED OFFICE

The registered office of the Association shall be situated at Paradise in the Province of Newfoundland and Labrador.

ARTICLE 3 – BOUNDARIES

The legal boundaries of the Association include the Town of Paradise.

ARTICLE 4 – OBJECTIVES

The objectives of the Association are as follows:

- To promote, provide and facilitate an ice hockey athletic program for U18, U15, U13, U11, U9 and U7 hockey players within the Association;
- To promote, govern and to improve minor and female hockey as a divisions of the governing body by authority of Hockey Newfoundland and Labrador;
- To organize competitive ice hockey leagues, to arrange games and competitions and to manage and administer championship play downs/playoffs and to grant, receive and contribute towards awards and other distinctions;
- To teach children good sportsmanship and foster the concept of fair play where all players are treated fairly and equally;
- To take defeat graciously, to give credit to the winning team, to abide by the referees decisions and to love the game above the prize;
- To provide all players an equal opportunity to participate in the programs;
- To rent accommodations for such ice hockey;
- To take over the whole or any part of the real and personal property belonging to, and to undertake all or any liabilities of the entity of the Association;
- To make by-laws, regulations and rules affecting any or all of the activities of the Association and of the conduct of all ice hockey matches and competitions promoted, arranged, conducted and controlled by the Association, and in particular, but not so as to limit the generality of the foregoing to make by-laws, regulations and rules respecting eligibility of players, transfer of players from one team to another, suspensions and expulsions, the mode and manner of officiating at all games and matches, and the mode and manner of protesting against officiating decisions;
- To associate with any other organization or organizations promoting the objectives of this Association;

- To invest and manage the money of the Association, which in the opinion of the Board is not immediately required for any of its objectives or its business upon such securities and in such manner as from time to time may be determined;
- To engage in, organize, administer and carry out fund-raising projects and activities and to carry on any business or businesses of any nature and kind whatsoever, either on a continuous or temporary basis, which may be considered necessary or desirable for the purpose of financing or operating the Association, or for promoting any of the objectives of the Association;
- To accept any request, gift or donation towards, or to accumulate or provide a fund or endowment and to invest the same and to apply the income arising there from, or to resort to the capital thereof for any of the objectives of the Association;
- To purchase, hire, exchange, accept a gift or donation, lease or otherwise acquire and hold temporarily or permanently for the purposes or advantage of the Association any real or personal property, and in particular, but not so as to restrict the generality of the foregoing, any land, buildings, rooms, furniture, fittings, apparatus, appliances, conveniences and accommodations, and to sell, demise or otherwise dispose of same;
- To contract to do as the agents for others, or to employ others to do as agents for the Association, all or any of the work or things which the Association is authorized by these presents to do for itself;
- To employ any or all persons and professional assistance as may be required or deemed necessary to carry out the objectives of the Association;
- To remunerate any persons, firm or company rendering services to the Association;
- To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or non-negotiable or transferable instruments;
- To do all such things as the Association may deem incidental or conducive to the attainment of the above objectives or any of them;

AND it is hereby declared that in the interpretation of the above objectives, the meaning of any of the Association's objectives shall not be restricted by reference to any other objectives, or by the resemblance of two or more objectives and that, in the event of any double meaning, the aforesaid objectives shall be constructed in such a way as to widen, and not to restrict, the powers of the Association.

ARTICLE 5 – AMENDMENTS

The Constitution of the Association shall not be altered except at an Annual General Meeting ("AGM"), and notice of the proposed alterations shall be given to the Secretary, in writing, at least two weeks before the day of the meeting, and he/she shall forthwith notify the Board of the proposed changes. An amendment to the Constitution shall be made only at an AGM and by two-thirds majority of the members voting therein.

A copy of the Constitution and By-Laws of the Association shall be posted on the website.

ARTICLE 6 – MEMBERSHIP

The Association shall consist of:

- (a) Players who are registered with this Association and their parents and/or guardians;
- (b) Life Members;
- (c) Honorary Members;
- (d) Any Coach, Trainer, Team Manager or Referee registered with this Association
- (e) The elected Board including the immediate past President.

ARTICLE 7 – VOTING

- (a) Any Parent/Guardian, Coach, Trainer, Team Manager, Referee, or Board Member registered with the Association, eighteen (18) years of age and over shall have the right to vote with the exception of any person of the Membership who has been suspended by the Board and/or Hockey Newfoundland and Labrador
- (b) There shall be no proxy votes.

ARTICLE 8 – NOMINATIONS

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 other nominations made from the floor of the Annual General Meeting will be voted on by the members present at the Annual General Meeting. Only voting members of the Association who are qualified to become a volunteer with the Association shall be elected as Officers. All candidates will have 1 minute to speak prior to the election taking place.

The Association shall consist of the following Board Members all of whom shall be voting members in good standing of the Association and shall consist of five Executive positions and four Director Positions, for a total of nine board members, which will be made up of the following:

- (i) President;
- (ii) Past President;
- (iii) Vice President ;
- (iv) Secretary
- (v) Treasurer;
- (vi) All Star Representative;
- (vii) Executive Coordinator
- (viii) Registrar;
- (ix) Female Representative

The President, Immediate Past President, Vice President and Secretary, Treasurer shall be known as the “Executive”. The President, Vice President, Treasurer, and the Secretary will be nominated and

elected at the AGM by members of the Association. The President, Vice President, Secretary, and Treasurer position will be elected for a two year period and are eligible for re-election at the end of the two year term. President and Secretary shall be elected in odd years, and Vice President and Treasurer shall be elected in even years. In order to be elected to the Executive, an individual must have spent at least one year as a Director before being elected to the Executive. The immediate past president shall be a one year, non-voting term.. Executive Members shall be known as the "Executive Board".

The remaining members of the Board shall be known as Directors as noted above and will be nominated and elected at an AGM by members of the Association. The Directors shall be elected for a two year term at the AGM and are eligible for re-election at the end of the two year term. The positions of All Star Representative and Executive Coordinator shall be elected on odd numbered years, **and** Female Representative and Registrar shall be elected on even numbered years.

**Please note that the criteria stated above will officially apply following the first year of the Paradise Minor Hockey Association approval by HNL. The first established Board may have members with less than the required experience. For all other Annual General Meetings the criteria will be followed. The only exception is if there are no nominations that meet the 1 year experience criteria or if the Vice President is unable to move into the President position. If this occurs, the Board will accept nominations from the floor for the Secretary, Treasurer and All Star Representative with less than the required board experience. However, if the Vice President is unable to assume the role of President the Board will engage the nominating committee and identify potential candidates for the members to vote for. Nominations for the position of President will not be accepted from the floor at an AGM.

Any vacancy occurring in the Executive or Board members shall be filled by appointment by such Executive officers that remain in office up until the next available Annual General Meeting.

Executive and board members will serve as head coach of one (1) team per season. Said members can hold other coaching duties under special executive authorization only.

ARTICLE 9 – ALLOCATION OF PROPERTY

The income and property of the Association whencesoever's derived shall be applied solely towards the promotion of the objectives of the Association as set forth in this Articles 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 officers or servants of the Association or to any member of the Association in return for any out of pocket expenses incurred on behalf of the Association and with the approval of the Association Executive Board. All correspondence, bulletins, billings or anything pertaining to Minor Hockey that shall come to the Minor Hockey Executive Board for consideration or decision or clarification shall be considered property of Minor Hockey and not held by any person, unless specifically instructed to do so and thereby permitting any following Executive Board access to their knowledge and information. For further clarification, this would also include any correspondence received by any member of the

Executive Board that was duly received because that person was a member of the Executive of the Association.

ARTICLE 10 – OFFICERS AUTHORITY

The administration of the Association will be vested in the Board directly which shall meet as often as necessary to run the affairs of the Association. The Board shall include those positions as listed herein in Article 8.

The Board shall appoint an Assistant Coordinator for each of the following: U7, U9, U11, U13, U15 and U18 which shall be answerable to the Executive Coordinator on the Board. They will meet with the Executive Coordinator as necessary throughout the season.

ARTICLE 11 – MEETINGS

- (a) The Annual Meeting of the Association shall be held on or before the 30th day of June in each year;
- (b) The meetings of the Board shall be monthly at a minimum and at the call of the President, except as outlined under item (C) listed below;
- (c) At the request of three Board Members, the President shall call a special meeting with notice outlining the issues to be discussed. No subject shall be discussed or considered at any such special meeting, except that specified in the notice.
- (d) Special General Meetings may be called at any time by the Board and the President may call a special meeting on the written request of any three members of the Association for the transaction of such business as must be specified in such requests.
- (e) Special General Meetings must be called by the Board within two (2) weeks after a written request is received.

ARTICLE 12 – CLASS OF MEMBERSHIP

LIFE MEMBERS:

Life membership is the highest honor that can be bestowed by this Association, and is awarded only for a very distinctive service to the Association. Life members shall be nominated by an individual member at the AGM of the Association and approved by two-thirds majority of the members voting therein. A Life member shall have full voting rights at all regular and annual meetings.

HONORARY MEMBERS:

Honorary membership can be bestowed by this Association and it is awarded for significant contributions by an individual to the Association. The contributions may be simple distinguished service or number of services over the years.

ARTICLE 13 – POWERS OF THE EXECUTIVE BOARD

The Board shall have the power to do all such things as in their opinion may be necessary or expedient to carry out effectively the objectives of the Association, as set out in the Constitution, and in particular, without limiting the foregoing. The Board shall have powers as follows:

- (a) To delegate all or any of its powers to its duly appointed committees;
- (b) To impose penalties on members for any infringements of the Code of Conduct, the rules of hockey, or of the rules and regulations of the Association, or for any act or practice which in the opinion of the Board is detrimental to the interest of the sport;
- (c) The Board shall have control of the affairs of the Association and shall have the power to amend or alter the By-Laws of the Association provided two-thirds majority of the Board vote to do so. The Board may also change the By-Laws if directed to do so by two-thirds majority of membership present at an AGM or General Meeting;
- (d) All members of the Board must attend regular scheduled meetings. If members fail to attend meetings on a regular basis or three meetings in a row, they may be suspended for the balance of his/her term through a majority vote of a quorum of the Board;
- (e) A majority of the Board shall constitute a quorum and its decision is binding;
- (f) Any mid-term Director vacancies on the Board must be filled by the Board for the balance of the terms;
- (g) Any mid-term Executive vacancies on the Board may or may not be filled until the next AGM
- (h) Job descriptions and responsibilities for each position on the Board are as outlined in the By-Laws.

ARTICLE 14 – CONDUCT, PARENT/GUARDIAN

If any parent/guardian breaches the documented Code of Conduct or interferes in any manner with an official, coach or player of the Association or with the playing of a game, the Board may suspend that parent/guardian from the Association and the incident may be reviewed for further action. Parents/Guardians are expected to familiarize themselves with the Association’s Code of Conduct for players and parents/guardians are to abide by these rules.

ARTICLE 15 – AUDITS

The Board shall appoint an Auditor of the Association who will perform an audit on the affairs of the Association and report to the Board, or a committee appointed by the board, who in turn will report to the Members at the AGM.

ARTICLE 16 – COLORS

The team colors of the association are blue, white and green and logo portrayed as a “W” in a Viking/ Warrior helmet otherwise known as” Paradise Warriors”

ARTICLE 17 – GENERAL

Anything not covered by this Constitution and the Association By-Laws will be left to the discretionary powers of the Board. This Constitution shall come into force and take effect upon enactment by the Board of the Association.

ADDENDUM

ARTICLE 18 – DISSOLUTION OF ASSOCIATION

If, on the winding up or the 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 amongst the members of the Association, but shall be given or transferred to some other institution, organization, or Association, to be determined by the Executive Board of the Association at or before the time of dissolution or, in default thereof, by such Judge of the Supreme Court of Newfoundland, as may have or acquire jurisdiction the matter.

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

DATED at _____, in the Province of Newfoundland, this
day of _____, 2021.

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
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