

Northern Lights Hockey Development Inc.
Constitution

Adopted: June 2, 2015

Amended May 31, 2016

(Replacing Northern Lights Hockey Development Inc. Bylaw, May 2006 REPEALED)

1. Title

The name of the corporation is Northern Lights Hockey Development Inc., hereinafter referred to as the "Club".

2. Activities and Affairs

The activities and affairs of the Club shall be:

- 2.1. The organization and operation of a Junior A Saskatchewan Junior Hockey Team in the Town of La Ronge, Saskatchewan;
- 2.2. To promote sportsmanship and good citizenship within the Club and within the community;
- 2.3. To foster, improve, promote, encourage and deliver a positive and effective hockey program;
- 2.4. To support minor hockey teams as the Directors may from time to time deem advisable; and
- 2.5. To organize and operate such fund raising or other projects as may be deemed advisable in the operation of the Club.

3. Not for Profit

- 3.1. The purpose of this Club shall be not for profit.

4. Membership

- 4.1. Any person over the age of eighteen years may become a member of the Club by application for membership, payment of the prescribed annual membership fee of \$2.00 and approval of the application by the Directors.
- 4.2. The Directors may suspend or expel any member whose conduct they deem to be such as to bring discredit to the Club.
- 4.3. At any Annual General Meeting (AGM) the members may, upon recommendation by the Directors, elect as an honorary life member of the Club, a person who has made a substantial contribution in promoting the activities of the Club.

- 4.4. Each member shall abide by the Bylaws of the Club.
- 4.5. Any member may withdraw from the Club at any time by notice to the Directors, but upon withdrawal such member shall not be entitled to a refund of any portion of the fee he may have paid.
- 4.6. Membership fees shall be paid on an annual basis and shall be payable by November 30 for the following calendar year.
- 4.7. Members shall be entitled to the following rights:
 - 4.7.1. The right to attend and participate in all decisions at any General Meeting and at the Annual General Meeting of the Club, including the power to vote on all issues as brought forward at the Annual General Meeting and at any General Meeting.
 - 4.7.2. The right to attend all or any open Regular Meeting of the Board of Directors with no voting privileges.
 - 4.7.3. The right to be elected as a Director of the Club if he/she has been a paid up member in good standing, and, the right to be nominated to hold office.
 - 4.7.4. Such member rights as are stipulated in *The Non-Profit Corporations Act*.
- 4.8. A member may be expelled:
 - 4.8.1. By special resolution of the Board of Directors for:
 - 4.8.1.1. Failure to pay the annual membership due by November 30;
 - 4.8.1.2. Having allegedly committed unsportsmanlike or improper conduct at any of the activities of the Club or of other similar organization, or
 - 4.8.1.3. Is guilty of any other form of gross misconduct, in any location.
 - 4.8.2. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion; and
 - 4.8.3. The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the meeting before the special resolution is put to a vote.

5. Board of Directors

- 5.1. A maximum of 7 Directors shall be elected from the membership of the Club and shall constitute the voting Board of Directors of the Club and shall attend to the

achievement of the over-all activities of the club.

- 5.2. The Directors shall be elected for a 2-year term at the General Meeting duly convened in May of each year; with three Directors and four Directors being elected each year on a rotating basis.
- 5.3. Nominations for the position of Director may be made by members at the General Meeting held in May for the purpose of electing Directors.
- 5.4. The term of elected Directors shall commence June 1st.
- 5.5. The Board of Directors shall serve without remuneration, but shall be entitled to reimbursement of expenses incurred in the course of their duties with prior approval of the Board of Directors.
- 5.6. The Board of Directors shall conduct the affairs of the Club and direct its policies, activities and general management.
- 5.7. All business shall be transacted at a Regular Meeting at which a quorum is present and the Secretary shall keep minutes in which shall be recorded all actions taken.
- 5.8. All contracts and agreements, and expenditures of the Club which are in excess of the amount approved by the Board of Directors in the annual budget for the Club, will be approved by the Board of Directors.
- 5.9. Directors having served their two year term shall be eligible for re-election. Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- 5.10. A Director ceases to hold office when:
 - 5.10.1. He/she ceases to be member of the Club;
 - 5.10.2. By notice in writing to the Board of Directors, he resigns his office;
 - 5.10.3. He/she is deemed by the Board of Directors to be guilty of any act of bad faith, or of any unfair or dishonourable conduct in Club dealings; or
 - 5.10.4. He/she fails to attend three (3) consecutive Board meetings without having obtained a leave of absence from the Board of Directors.
- 5.11. Any vacancy on the Board of Directors must be filled at an election of a General Meeting and must be called within 30 days of the vacancy, unless there is 90 days or less before the General Meeting duly convened in May. The election of Directors shall be by secret ballot and shall require a majority vote.

- 5.11.1. In case there are more than two (2) candidates running for office, a majority overall vote will be required to elect any one.
- 5.11.2. In case a majority vote overall is not obtained on the first ballot, the candidate having the lowest number of votes shall be dropped from the list of nominees.
- 5.11.3. Balloting shall be repeated until the required number of positions is filled. After the successful candidates are announced a motion calling for the destruction of the ballots shall be invited.

6. League Governor

- 6.1. The League Governor and an alternate League Governor to the SJHL shall be appointed by the Board of Directors for a one year term.
- 6.2. The League Governor shall be either the President or Vice President of the Board of Directors.
- 6.3. The League Governor or Alternative League Governor can be appointed from the Board of Directors or the membership of the Club.
- 6.4. The League Governor or alternate League Governor shall report to the Board of Directors at the Regular Meeting following a League Meeting attended by the League Governor or alternate League Governor.
- 6.5. The League Governor shall report to the membership at the General Meeting duly convened in May and the Annual General Meeting duly convened in September.

7. Officers

- 7.1. The Officers of the Club shall be:
 - 7.1.1. A President
 - 7.1.2. A Vice-President
 - 7.1.3. A Treasurer
 - 7.1.4. A Secretary
- 7.2. The Officers of the Club shall be elected for a 2-year term at the General Meeting duly convened in May of each year, subject to 7.2.2 of this section, at which the Directors are elected.
 - 7.2.1. A treasurer shall be elected by the membership as provided in section 7.2. So

long as unpaid volunteers hold these positions, the secretary and treasurer shall have full voting rights on the Board of Directors. Voting rights shall cease should these offices become 'paid' positions.

7.3. The duties of the Officers shall be:

7.3.1. The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Club and all meetings of the Board of Directors and shall perform such other duties as usually pertain to his office, including signing all documents which require the signature of the President of the Club.

7.3.2. The Vice-President shall in the absence or incapacity of the President, perform the duties of the President and from time to time such other duties as may be assigned to him by the President.

7.3.3. The Treasurer shall make financial reports to the Board of Directors on a monthly basis and perform other duties as may be assigned to him/her by the President.

7.3.4. The Secretary shall keep accurate minutes of the Board of Directors and perform such other duties as may be assigned to him/her by the President.

7.4. The term to which each Officer is elected shall be one year, running from June 1st to May 30th each year.

7.5. Incumbent officers shall be eligible for re-election providing they are members in good standing.

7A. Past President

7A.1 The Past President will fill the "Past President seat" for a subsequent two years following the term as President. If the Past President position is vacated for any reason, it shall stay vacant for the remainder of the term.

7A.2 The Past President is a non-voting position and is not counted in determining quorum.

7A.2 The Past President duties shall be to:

7A.2.1 Assist the Board of Directors and Officers of the Club in the maintenance of continuity from one administration to the next;

7A.2.2 Participates in the development and implementation of short-term and long-term strategic planning;

7A.2.4 Act as League Governor or Alternate League Governor;

7A.2.5 Provides advice and leadership to the Board of Directors and Officers of the Club regarding best practices in good governance and implementing the constitution and bylaws; and

7A.2.6 Mentor new board members.

8. Committees

8.1. From the Board of Directors, chairmen will be appointed for any or all the following committee's:

- 8.1.1 Public Relations, Advertising, Merchandise and Social Media.
- 8.1.2 Marketing and Partnerships.
- 8.1.3 Fundraising and Promotions.
- 8.1.4 Billet and Membership Coordinator.
- 8.1.5 Concession, Bar, and Off-Site Vending.
- 8.1.6 Game Day Operations and Volunteers.
- 8.1.7 Hockey Operations and Office Administration.

8.2. There shall be such other committees and chairmen thereof as may be designated by the Board of Directors.

8.3. Any such committee appointed shall perform such duties and exercise such powers as is delegated to them.

8.4. Committee Chairmen shall provide written report at each Regular Meeting.

8.5. The Board of Directors shall have the right to recall the appointment of any such committee, or any individual appointed to such committee.

8.6. No Committee Chairman shall make any financial commitments on behalf of the Club without receiving authority from the Board of Directors.

8.7. There will be an adult committee in compliance with the requirements of *The Non-Profit Corporations Act*.

8.8. The President of the Club shall be an ex-officio member of all committees.

9. Meetings

9.1. A **General Meeting** of the Club shall be held in May in every year, at such time and place as shall be decided by the Board of Directors;

9.1.1. The General meeting shall be for the purpose of electing Directors.

- 9.1.2. The Board of Directors may convene a General Meeting of the Club for the transaction of business as may arise from time to time.
 - 9.1.3. The Board of Directors shall convene a General Meeting of the Club when requested to do so in writing by at least five percent (5%) of the membership.
 - 9.1.4. The notice of a General Meeting must be given by advertisement on social media or radio and be announced at least 14 clear days from the date of the General Meeting; and by any other method as approved by the Board of Directors.
- 9.2. The **Annual General Meeting (AGM)** of the Club shall be held in September in every year, at such time and place as shall be decided by the Board of Directors;
- 9.2.1. The AGM shall be for the purpose of presenting the audited financial statement.
 - 9.2.2. The notice of an AGM must be given by advertisement on social media or radio and be announced at least 14 clear days from the date of the AGM; and by any other method as approved by the Board of Directors.
- 9.3. **Regular Meetings** of the Board of Directors of the Club shall be held monthly at the direction of the President.
- 9.3.1. The President shall also call a Regular Meeting of the Board of Directors of the Club within 2 weeks of being requested to do so by three (3) or more Directors.
 - 9.3.2. The majority of the Board of Directors shall constitute a quorum for any Regular Meeting of the Board of Directors.
 - 9.3.3. Notice of Regular Meetings of the Board of Directors shall be given to the members of the Board of Directors at least one week prior to the date of each meeting, provided however, that the members of the Board may meet on regular dates without notice where made by unanimous consent by those present.
- 9.4. Fifty percent plus one of members in good standing or twenty members (whichever is less) shall constitute a quorum of any Annual General Meeting (AGM) or General Meeting of the Club;
- 9.5. Voting is by show of hands except for:
- 9.5.1. The election of Directors which shall be conducted by secret written ballot; or
 - 9.5.2. When a member demands a poll on any question, in which case the vote shall be conducted by secret written ballot.

- 9.6. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution does not pass.
- 9.7. Voting by proxy is not permitted.

10. Financial:

- 10.1. The Board of Directors may borrow money upon the credit of the Club in such amounts and upon such terms as may be deemed just, and may hypothecate, mortgage, charge, or pledge, any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, or franchise of the Club, to secure liability of the Club, but debentures shall not be issued without the sanction of a special resolution of the Club.
- 10.2. All capital budgets must be approved by Special Resolution of the Club at the Annual General Meeting (AGM) duly held in September of every year.
- 10.3. Profits, if any, arising from donations or other income of the Club shall be applied exclusively in promoting the objects and operations of the Junior A hockey team.
- 10.4. No payment of any dividend, profit or gain of any kind shall be made to any of the members, officers, or anyone associated with the Club.
- 10.5. Banking arrangements shall be made by the President and Treasurer, all Club monies shall be banked, and all disbursements shall be made by cheques, signed by two of the President, Vice-President, or Treasurer.
- 10.6. Auditors shall be appointed by the Officers of the Club each year.
- 10.7. The fiscal year end of the Club shall be June 30.
- 10.8. The books, records and financial statements of the Club may be inspected by any member in good standing upon the consent of the Board of Directors, following the submission of a written application to the Secretary of the Treasurer.

11. Bylaws and Constitution

- 11.1. On being admitted to membership, each member is entitled to request, and the Club must give the member without charge, a copy of the constitution and bylaws of the Club.
- 11.2. The Constitution of the Club may not be altered except by Special Resolution of the members passed at an Annual General Meeting (AGM) or at a General Meeting, and in no other way (subject to provisions of *The Non-Profit Corporations Act*).

- 11.3. Amendments to the Constitution must be proposed in writing and forwarded to the Board of Directors at least 7 days prior to the Annual General Meeting (AGM) or the General Meeting.
- 11.4. The Secretary must communicate the proposed amendment to the members, along with all the pertinent details.
- 11.5. The Special Resolution will be voted on using a show of hands at the Annual General Meeting (AGM) or the General Meeting.

12. Miscellaneous

- 12.1. **Special Resolution** shall mean “*a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted respecting that resolution or signed by all the members entitled to vote on that resolution.*”