

# **The Nova Elite Hockey Development Association**

Association Bylaws

## Article I - Name

The name of this society shall be **The Nova Elite Hockey Development Association**.

- A. "Society" means The Nova Elite Hockey Development Association
- B. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- C. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed. At a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## Article II - Purposes

The objectives of **The Nova Elite Hockey Development Association** are:

- A. To operate a U15 Major Hockey Team franchise (**The Novas**) licensed under the authority of **The Nova Scotia U15 Major Hockey League** and **Hockey Nova Scotia**.
- B. To provide the opportunity for U15 age hockey players to develop and play the game of hockey at an elite level.
- C. To provide the community with a competitive and skillful level of hockey, that is both entertaining and enjoyable to watch.
- D. Exercise a general supervision and direction over its players, team and game officials.
- E. To organize and operate such fundraising or other projects as may be deemed advisable in the operation of the franchise.

## Article III - Basic Policies

The following are the basic policies of **The Nova Elite Hockey Development Association** in common with those of **The Nova Scotia U15 Major Hockey League** and **Hockey Nova Scotia**:

- A. The Association and the Hockey Team will be noncommercial, nonsectarian and nonpartisan.
- B. The name of the Association and the Hockey Team or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the organization.
- C. The Association and the Hockey Team shall not - directly or indirectly - participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- D. The Association and the Hockey Team shall not enter into membership with other organizations except those that may be approved by **The Nova Scotia U15 Major Hockey League** and **Hockey Nova Scotia**.
- E. No part of the net earnings of the Association and the Hockey Team shall inure to the benefit of, or be distributed to its members, officers, or other private persons except that the Hockey Team shall be authorized and empowered to pay reasonable compensation for services rendered.
- F. Notwithstanding any other provisions of these articles, the Association and the Hockey Team shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax as defined by the Societies Act of the Government of Nova Scotia.

#### **Article IV – Membership**

- A. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these bylaws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
- B. For the purposes of registration, the number of members of the Society is unlimited.
- C. Every member of the Society shall be entitled to attend any general meeting of the Society and to vote at any general meeting of the Society and to hold any office, but there shall be no proxy voting.
- D. Membership in the Society shall not be transferable.
- E. The following shall be admitted to membership in the Society:  
Any individual over the age of 18 years, who upholds the objects of the Society and contributes to the support of the Society an amount to be determined at the General Meeting.
- F. An individual will be granted membership into the Society by a two-thirds majority vote of the Society at the Annual General Meeting.
- G. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/her resigns his/her membership, or if he/her ceases to qualify for membership in accordance with these by-laws.
- H. A member in the Society may be revoked for conduct deemed unbecoming to the Association upon a three-fourths majority vote of a quorum of the Society. Conduct that could lead to removal from office includes the following but is not limited to:
  - i. Failure to act in accordance with these Bylaws
  - ii. Failure to attend two consecutive meetings, unless granted leave of absence by the Chairperson

#### **Article V - Fiscal Year**

The Fiscal year will begin May 01 of each year and the books shall be closed on April 30, the tentative end of the season.

- A. The Board of Directors is responsible for insuring that all members receive annually a written report on the financial position of the Society. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Society's financial affairs, shall be signed by the auditor or, if there is no auditor, by two directors and shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.
- B. An auditor for the Society may be appointed annually by members of the society at the annual general meeting and, on the failure of the members to appoint an auditor, the Board of Directors may do so.
- C. The annual financial statements and minutes of membership and directors meetings may be inspected by any member with one week's notice at the registered office of the Society. All other

financial records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

### **Article V I - Meetings**

- A. The Annual General meeting of the Society shall be held within three months after the end of each fiscal year of the society.
- B. One month's notice is required for an annual general meeting. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of the business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, email or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.
- C. At each annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be the ordinary business:
  - 1. Minutes of the preceding general meeting;
  - 2. Consideration of the annual report of the directors;
  - 3. Consideration of the financial statements, including balance sheet and operating statement;
  - 4. Election of the directors for the ensuing year;
  - 5. Election of Officers;

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

- D. The Board of Directors shall conduct a monthly meeting to be held at a time and a place to be selected by the President of the Society. The monthly meeting will include an agenda determined by the previous meeting, as well as any other business that may come before the Board. However, a portion of each meeting shall be devoted to the conduct of business concerning matters that may be presented by any member of the Board of Directors. Procedural questions will be settled according to Roberts' Rules of Order.
- E. Other meetings of the Society may be called at the request of the Board of Directors or at the request of the members by a petition of at least 10% of the membership. The Board of Directors will select the time and place of the meeting and a notice will be provided to all members.
- F. Seven days notice to members is required for an ordinary general or special general meeting of the members. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of the business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, email or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.
- G. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of two-thirds of the membership.

- H. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned **sine die**.
- I. The President of the Society shall preside as Chairperson at every general meeting of the Society. If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as Chairperson. If there is no President or Vice-President or if at any meeting they are not present at the time of holding the same, the members present shall choose someone of their number to be Chairperson.
- J. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
- K. Every member present shall have one vote and no more.
- L. Anyone in attendance may be asked to leave a meeting if their behavior is disruptive or not in accordance with the roles and responsibilities of a member as outlined above.
- M. A member shall declare at the beginning of each meeting if the agenda presents a conflict of interest for the member. The President will note the conflict and ensure the member does not participate in that agenda item discussion.
- N. The information presented and discussed at all meetings is considered to be confidential and must not be divulged to any person who is not a member of the Association unless the Association specifically decides otherwise.

#### **Article VII – Board of Directors**

- A. The Board of Directors shall be composed of the President, the Vice President of Game Operations, the Vice President of Media Relations & Fundraising, the Past President, the Treasurer, and elected members representative of the Society. The Board of Directors shall conduct the business of the Hockey Association and shall have and exercise all power conferred upon them by the bylaws.
  - i. A secretary shall be elected by the Board of Directors as provided in Article IX. So long as unpaid volunteers hold this position, the secretary shall have full voting rights on the Board of Directors. Voting rights shall cease should this office become a “paid” position.
- B. Unless otherwise determined by general meeting, the number of directors shall not be less than four or more than seven. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- C. Any member of the Society shall be eligible to be elected a director of the Society.
- D. The board of directors shall serve without remuneration, but shall be entitled to reimbursement of expenses incurred in the course of their duties.
- E. Directors shall be elected by members at each ordinary or annual general meeting of the Society. The directors shall be elected for a three year term at a general meeting of the members to be held

prior to the end of the fiscal year, as defined in Article V, each year. The term of the elected directors shall commence, the first day of the new fiscal year, as defined in Article V.

- F. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors that are at the end of their term, shall retire from office but shall hold office until the dissolution of the meeting, at which their successors are elected. Retiring directors shall be eligible for re-election.
- G. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall **ipso facto** be vacated, the vacancy thereby may be filled for the remaining portion of the term by the Board of Directors from among the members of the Society.
- H. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.
- I. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of the board of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
- J. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in the number of the directors is present at the commencement of such business.
- K. The President or, in his absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at the meetings of the board.
- L. The Chairperson may be entitled to vote as a director and, in the case of equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.
- M. The Chairperson may, from time to time, invite participation of interested Society members, or Team Management in a non-voting advisory capacity.
- N. At all meetings of the Board of Directors, each member present shall have one vote. A majority of the members present shall be required to enact or authorize business.
- O. A member of the Board of Directors may be removed from office for conduct deemed unbecoming to the Association upon a three-fourths majority vote of a quorum of the Executive. Conduct that could lead to removal from office includes the following but is not limited to:
  - i. Failure to act in accordance with these Bylaws
  - ii. Failure to attend two consecutive Board of Director meetings, unless granted leave of absence by the Chairperson
- P. Any vacancy on the board of directors may be filled by the appointment for the balance of the vacancy by the board of directors.

- Q. The board of directors may engage the services of a general manager to oversee the hockey operations of the club and shall specify his duties.
- R. The board of directors shall determine the job description of the general manager, coach and other personnel as required and such job descriptions shall be available to the members.

#### **Article VIII – Duties of Directors**

- A. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of officers and such other persons as the directors decide.
- B. To transact necessary business in the intervals between Society meetings and other such business as may be referred to it by the Society.
- C. To create standing and special revenue programs and appoint coordinators of such programs.
- D. To approve the plans of work of the standing programs as proposed by the program coordinator.
- E. To present a status report of the Society at any regular or ordinary general meeting of the Society.
- F. To prepare and submit to the Society Council for adoption, a budget for the year.
- G. To approve routine bills within the limits of the budget approved by the Society.
- H. The Board of Directors shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The treasurer shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the Board of Directors, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

#### **Article IX - Officers**

- A. The Officers of the Association shall be the President, the Vice President of Game Operations, the Vice President of Media & Sponsorship, the Past President, the Treasurer and the Secretary. They shall each serve three years until new officers are elected or until replaced as provided in these Bylaws.
- B. Officers shall be elected by ballot in the month of May every three years. However, if there is but one nominee for any office, election for that office may be by voice vote.
- C. Officers shall assume their official duties following the meeting in May.



- D. Only one officer per position may be elected. Co-officers are expressly prohibited.
- E. Any officer who is unable to perform in his capacity as an officer, or is performing in a manner that is not in the best interest of the group, shall be subject to a review by the Society. At that time, based upon a majority vote of the Society, said person could be removed from the position of office.
- F. Any office that becomes vacant may be filled by a majority vote of the Society.

#### **Article X – Duties of Officers**

Officer's duties shall be such, as indicated by these Bylaws and established guidelines.

- A. The President shall have the powers and duties usual to his or her office subject to any provisions elsewhere in these Bylaws concerning his or her powers and duties, and shall have such other duties as the Executive Council may from time to time delegate to him or her. The President shall:
  - 1. Call and preside at all meetings of the Board of Directors and of the Society.
  - 2. Authorized to sign Cheques.
  - 3. Appoint all standing committee members, subject to the approval of the Board of Directors.
  - 4. Be an ex-officio member of all committees.
- B. The Vice President of Game Operations & Parent Liaison shall act at the request of or in the absence of the President and at such times shall exercise the powers and discharge the duties of the President, and shall have other powers and duties as the President or Board of Directors may prescribe. The Vice President shall:
  - 1. Attend all meetings of the Board of Directors and all meetings of the Society.
  - 2. Act as an aid to the President.
  - 3. Be an ex-officio member of all committees.
  - 4. Assume the unexpired term of the President if necessary.
  - 5. To act as Liaison between the parent group and the team Executive and Coaching Staff, which may include the organization and mediation of one on one meetings between a parent and the coaching staff.
  - 6. Solicit, coordinate and supervise parent volunteers for game time responsibilities (See Appendix B for more detailed descriptions of responsibilities):
    - a. Gate Operations
    - b. Game Sheet Coordinator
    - c. Dressing Room Coordinator
    - d. Official Time Keeper
    - e. Official Scorer
    - f. Videographer
    - g. Statisticians
- C. The Vice President of Media & Sponsorship shall act at the request of or in the absence of the President and at such times shall exercise the powers and discharge the duties of the President, and shall have other powers and duties as the President or Board of Directors may prescribe. The Vice President shall:
  - 1. Attend all meetings of the Board of Directors and all meetings of the Society.
  - 2. Act as an aid to the President.



3. Be an ex-officio member of all committees.
  4. Assume the unexpired term of the President if necessary.
  5. Compose and distribute press releases and game updates to necessary media outlets.
  6. Respond to requests for information from media outlets.
  7. Maintain and update information on the team website.
  8. Coordinate team photo opportunities.
  9. Solicit and coordinate sponsorship opportunities.
  10. Develop, coordinate and publish the team media guide
- D. The Secretary shall keep a complete and correct record of all proceedings of the Board of Directors and the Society. The Secretary shall:
1. Attend all meetings of the Board of Directors and all meetings of the Society.
  2. Have a current copy of the bylaws, the agenda, and the minutes of the previous meetings.
  3. Act as custodian of all records, except those specifically assigned to others and promptly deliver all records to successor.
  4. If the Society has a seal it shall be in the custody of the Secretary and may be affixed to any document upon a resolution of the Board of Directors.
  5. Read the minutes of the previous meeting for corrections and approval to enter them as a matter of record.
  6. Authorized to sign Cheques.
- E. The Treasurer shall keep accurate account books, which shall always be open to inspection by the Board of Directors. The treasurer shall render to them at the bi-monthly meeting or whenever the Board of Directors may require a brief statement of the financial condition of the Association. The treasurer shall:
1. Authorized to sign Cheques.
  2. Prepare and forward reports, forms, or statements as may be required by statute or regulation of governments or governmental agencies of cities, provinces or Federal authority.
  3. Submit year-end financial reports to the Board of Directors no later than May 31.
  4. Be responsible for delegating the responsibility of depositing all funds to the credit of the Society in a federally insured banking institution of the treasurer's choice.
  5. Perform other duties as may be prescribed in the Bylaws, or requested by the Board of Directors.
- F. The Past President shall act at the request of or in the absence of the President and the Vice President. At times shall exercise the powers and discharge the duties of the President and Vice President, and shall have other powers and duties as the President or Board of Directors may prescribe. The Past President shall:
1. Attend all meetings of the Board of Directors and all meetings of the Society.
  2. Act as an aid to the President.

All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon the expiration of the term of office or in cases of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office.

## **Article X - Indemnity**

Any Association Officer or Board of Director member may be indemnified for expenses and costs (including attorney's fees), incurred by them in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such Officer or Board of Director member. Except in relation to matters as to which he/she has been guilty of negligence or misconduct in respect for which indemnity is sought.

## **Article XI - Dissolution**

Should it become necessary to dissolve The Nova Elite Hockey Development Association, the following provisions will control and guide the process:

- A. The process shall begin providing there is an affirmative vote on a special resolution to dissolve the Society.
- B. The President shall appoint a committee of up to three members to terminate the activities and responsibilities of the Association. This committee shall become the governing body of the Association with full and final authority to undertake any actions or obligations that may be necessary for the prompt and orderly dissolution of the Association in accordance with the provisions of the Article.
- C. Duties of this committee shall include, without being limited to:
  - 1. Fulfillment or termination of any remaining legal obligations.
  - 2. Assuming control of any Association bank account to pay off all remaining financial obligations.
  - 3. Liquidating and/or disposing of all organization property and records, with due care to preserve confidentiality.
  - 4. Establishing the final monetary value of the Association.
- D. After the duties of Paragraph C and any other business have been properly concluded the final assets of the organization shall be disbursed without restriction to a minor hockey association or associations that exists within the zone of operations of the Society. The committee shall prepare a final report to the membership, including acknowledgment for receipt of the final disbursement of assets.

## **Article XII - Parliamentary Authority**

The rules of the parliamentary practice comprised in ***Robert's Rules of Order Newly Revised***, latest edition, shall govern all proceedings of the Association and Officers, except where inconsistent with these Bylaws, and shall be subject to any Standing Rules which have been adopted by the Association.

## **Article XIII - Amendments**

These bylaws may be amended at any regular meeting of the Society by a special resolution of the members present and voting, provided that notice of the amendment has been given at the previous regular meeting.

A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a special resolution of the Society. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Submission of amendments or revised bylaws for approval by the Society shall be in accordance with the bylaws of the Society.

The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.

The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

The borrowing powers of the Society may be exercised by special resolution of the members.