

PROPOSED AMENDMENTS OF THE ANNUAL GENERAL MEETING

SEPTEMBER 24, 2020

CHANGES TO THE SAULT MAJOR HOCKEY ASSOCIATION INC. CONSTITUTION

The following SUBMITTED BY Mike Creedon:

1) Article VI. MEETINGS OF MEMBERS

Section 6.01 Annual General Meeting

(b) Notice - The notice of the Annual General Meeting shall be given not less than thirty (30) days before the day on which the meeting is to be held.

Change to read

(b) Notice - The notice of the Annual General Meeting shall be given not less than **forty-five (45) days** before the day on which the meeting is to be held.

Rationale: To give logical sequence to notifying membership re meeting, then membership submits any constitutional amendments, forwarding them to all members to read...

2) Article XVII. PASSING AND AMENDING BY-LAWS

Section 17.04

All Members in Good Standing shall have access to any proposed amendments to the Bylaws and Rules of Operation not less than thirty (30) days prior to the Annual General Meeting at the place stated in the original meeting notice

Change to read

Section 17.04

All Members in Good Standing shall have access to any proposed amendments to the Bylaws and Rules of Operation not less than **fifteen (15) days** prior to the Annual General Meeting at the place stated in the original meeting notice.

Rationale: To give logical sequence to notifying membership re meeting, followed by membership submitting any constitutional amendments, then forwarding them to all voting members...

3) Article XVII. PASSING AND AMENDING BY-LAWS.

Section 17.05

A motion to amend the By-laws recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General meeting or Special Meeting of Members.

Change to read

Section 17.05

A motion to amend the By-laws recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than **thirty (30)** days prior to the date set for the next Annual General meeting or Special Meeting of Members.

Rationale: To give logical sequence to notifying membership re meeting, followed by membership submitting any constitutional amendments, then forwarding them to all voting members...

4) Article XVII. PASSING AND AMENDING BY-LAWS.

Section 17.05

A motion to amend the By-laws recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General meeting or Special Meeting of Members. The motion must be approved by two thirds (2/3rds) majority vote of the Members present and voting at such an Annual General Meeting or Special Meeting of Members.

Change to read

Section 17.05

A motion to amend the **Constitution** recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General meeting or Special Meeting of Members. The motion must be approved by two thirds (2/3rds) majority vote of the Members present and voting at such an Annual General Meeting or Special Meeting of Members.

Rationale: The constitution is the document only amended at the AGM. Bylaws and/or rules of operation are amending by the executive committee.

5)Article XVII PASSING AND AMENDING BYLAWS

Section 17.05

A motion to amend the By-laws recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General meeting or Special Meeting of Members. The motion must be approved by two thirds (2/3rds) majority vote of the Members present and voting at such an Annual General Meeting or Special Meeting of Members.

Change to read

A motion to amend the By-laws recommended by the board or proposed by a member in Good Standing at an Annual General Meeting or at a Special Meeting of Members duly called for that purpose must be submitted to the Secretary of the Association not less than forty-five (45) days prior to the date set for the next Annual General meeting or Special Meeting of Members. The motion must be approved by a **simple** majority vote of the Members present and voting at such an Annual General Meeting or Special Meeting of Members.

Rationale: Logic, simple majority should be enough to make changes to the constitution especially since it can only be changed once a year...

6) Article VI. MEETINGS OF MEMBERS

Section 6.01 Annual General Meeting

(c) At any Annual General Meeting, the following business shall be dealt with
x. Any member of the Association is entitled to bring a motion if properly moved and seconded
(Note: this **is** does not include amendments to Bylaws, including the Constitution, which is covered under Article XVII).

Delete **is** as it is a grammar error...

Article VII. BOARD OF DIRECTORS

Section 7.01 General Qualifications

A Member of the Board: (a) shall be eighteen (18) or more years of age;
(b) shall not be an undischarged bankrupt or of unsound mind;
(c) shall remain a Member of the Association in Good Standing at the time his or her nomination and election or appointment;
(d) shall remain a Member of the Association throughout his/her term of office;
(e) shall not have been an employee or partner of the current or former Auditor of the Association in the previous two (2) fiscal years; and
(f) shall be a resident of Canada.

Change:

Delete (c)

Rationale: having to remain a member in good standing at the time of nomination would imply that you need to be a member in good standing in the 1st place, which means that someone not currently involved in SMHA at some level, can't run for a position. It would make it difficult to find new people to run for positions as they would have to already be within the association as either a staff, parent or board member...

7) Article VII. BOARD OF DIRECTORS

Section 7.07 Election Procedures

(b) The Chairperson of the Nominations Committee (the Secretary of the Board of Directors) shall post on the Association's Web Site a listing of all individuals who have been properly nominated for election to the Board, together with the positions for which they have been nominated on or before May 15th in each year. Furthermore, the Chairperson of the Nominations Committee shall present the same to the Membership at the Annual General Meeting. Such listing shall identify which position each nominee is seeking election for. To be eligible for the position of President, a Director must have sat on the Board for the prior two (2) years as a voting director

Change to read

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before May 15th in each year. Furthermore, the Chairperson of the Nominations Committee shall present the same to the Membership at the Annual General Meeting. Such listing shall identify which position each nominee is seeking election for. To be eligible for the position of President, a Director must have sat on the Board or been part of a team staff for the prior two (2) years as a voting director

Rationale: the current wording makes it too restrictive to find qualified persons for top positions, and being a part of a staff, many individuals will know the working of the board and boards in general to make significant contribution as that top position. Finding someone to run for those top spots can be difficult, especially as the non for-profit laws restricting board members to 4 years becomes enforced. We will have a hard time finding someone that is qualified, capable and wants the position under such strict qualifying conditions.

8) Article VII. BOARD OF DIRECTORS

Section 7.07 Election Procedures

(c) To be eligible for the position of Vice-President, a Director must have sat on the Board for the past one (1) year as a voting Director. The Nominating Committee shall strive to nominate a person who has business experience and skills in accounting procedures for the position of Treasurer. The appointed directors will be approved by the new Board at the first meeting following the Annual General Meeting

Change to read

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Rationale: the current wording makes it too restrictive to find qualified persons for top positions, and being a part of a staff, many individuals will know the working of the board and boards in general to make significant contribution as that top position. Finding someone to run for those top spots can be difficult, especially as the non for-profit laws restricting board members to 4 years becomes enforced. We will have a hard time finding someone that is qualified, capable and wants the position under such strict qualifying conditions.

9) Article XIV. AUDITOR

At each Annual General Meeting, the Members shall appoint a firm of Chartered Accountants to audit the financial statements of the Association for the next fiscal year.

Change to read

At each Annual General Meeting, the Members shall appoint a firm of Chartered Accountants to provide the engagement level desired by the board for the financial statements of the Association for the next fiscal year.

Rationale: as per the recommendation of our accounting firm: SMHA cannot get an audit because of the verifiability a major source of our incomes. Therefore, the best we can do

is get a qualified audit so we should be just getting a review. The standards of a review have increased to be enough for our association. This gives the flexibility of the board to go book a review engagement or audit engagement based on the best the situation and advice of the accounting firm.

10) Section 7.07 Election Procedures

- (a) The election of Directors shall take place at the Annual General Meeting of the membership. No election or appointment of a Board Member is effective without his or her consent given, preferably in writing, prior to the election or appointment. Nomination forms for the Board shall be available each year from the Secretary of the Association by March 15th. A nomination form must be completed by each nominee and by one (1) other nominator who is a Member in Good Standing of the Association. Such completed nomination form must be delivered to the Secretary of the Association prior to May 15th in each year.

Change to read

Section 7.07 Election Procedures

- (a) The election of Directors shall take place at the Annual General Meeting of the membership. No election or appointment of a Board Member is effective without his or her consent given, preferably in writing, prior to the election or appointment. **Although nominations will be accepted from the floor, a properly executed nomination form is preferred so the nomination can be presented to the membership as a group prior to the AGM.** Nomination forms for the Board shall be available each year from the Secretary of the Association by March 15th. A nomination form must be completed by each nominee and by one (1) other nominator who is a Member in Good Standing of the Association. Such completed nomination form must be delivered to the Secretary of the Association prior to May 15th in each year.

Rationale: to clarify the purpose of the nomination form and the fact there will be nominations accepted from the floor... there was confusion between the 1st two sentences which allowed verbal nominations, and the last 2 sentences that expressed the forms must be submitted... it can't be both ways...

The following SUBMITTED by Angel Barbisan:

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the election or appointment. Nomination forms for the Board shall be available each year from the Secretary of the Association by March 15th. A nomination form must be completed by each nominee and by one (1) other nominator who is a Member in Good Standing of the Association. Such completed nomination form must be delivered to the Secretary of the Association no less than 2 weeks prior to the Annual General Meeting. No nominations are accepted from the floor.

Rationale: We must have the form in writing to ensure consent. Allows for situations such as the current situation where the AGM is held at a different date. By having the nominations submitted prior to the AGM and having those names posted on the website allows for:

a) the association to properly vet the nominee

b) allows the membership 2 weeks to evaluate the nominees for the positions

(b) The Chairperson of the Nominations Committee (the Secretary of the Board of Directors) shall post on the Association's Web Site a listing of all individuals who have been properly nominated for election to the Board, together with the positions for which they have been nominated on or before May 15th in each year. Furthermore, the Chairperson of the Nominations Committee shall present the same to the Membership at the Annual General Meeting. Such listing shall identify which position each nominee is seeking election for. To be eligible for the position of President, a Director must have sat on the Board for the prior two (2) years as a voting director.

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