

Tecumseh Shoreline Minor Hockey Association ("TSMHA")

**MINUTES OF ANNUAL GENERAL MEETING
FOR THE FISCAL YEAR ENDED MARCH 31, 2014**

DATE: Saturday, March 28, 2015

TIME: 10:00 a.m.

PLACE: Tecumseh Legion – Lanoue Street

Meeting commenced at 10:19 a.m.

1. Welcome and Introduction by President

The President, Sandy Perreault, welcomed all members and thanked them for their participation.

The President introduced the Board members who were also present as follows:

Ron Sanko
Peter Morassutti
Albert Frattaroli
Matt MacPherson
Sandy Perreault
Derek Kelly
Domenic Chimenti
Garry Rossi
John Samoila
Cliff Tucker
Steve Burke
Darren Lacoursiere
Greg Gingras

2. Call to Order and Constitution of Meeting

a. Chairman

In accordance with the By-Laws of TSMHA, the President, Sandy Perreault, assumed the Chair for the Meeting.

b. Secretary

In accordance with the By-Laws of TSMHA, the Secretary, Cliff Tucker, assumed the duties of Secretary for the Meeting. However, Diane Appleyard will be taking the Minutes.

c. Appointment of Scrutineers

The Chairman introduced Todd Shaw.

The Chairman indicated that: Mr. Shaw was a CPA practicing in Kent County and is a resident of Lakeshore. Mr. Shaw is independent of TSMHA; and acted as a Scrutineer at the AGM in previous years.

The Chairman also introduced Kyle Sacrapanti, his assistant, who was also from Chatham and independent of TSMHA.

The Chairman recommended that they be approved as Scrutineers of the meeting and indicated that they were the persons who supervised the membership check-in at the door to the Meeting and therefore had begun their duties as Scrutineers.

The Chairman then called the motion to approve the Scrutineers.

MOTION:

To approve Todd Shaw, CPA and Kyle Sacrapanti to act as Scrutineers to the Meeting.

MOTION MADE BY: Cliff Tucker

SECONDED BY: Derek Kelly

DISCUSSION: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with **"no opposition"**.

d. Notice of Meeting

The Chairman advised that the Voters List was finalized in accordance with the By-Law and that he had been advised by the Secretary and the members of the Board assisting in respect of the protocols for this meeting that this Notice of Meeting had been posted on the Association's website and in the arena as required by law, including to the membership, 10 days prior to the Meeting as well as emailed to all members who supplied TSMHA with email addresses.

Additional item on the Agenda – amalgamation which will be reported by Ron Sanko in new business.

The Chairman indicated that while publication on the website and posting at arenas were useful elements to disseminate the Notice, the law required individual notice and as such the key was giving individual notice both via ordinary mail and via email.

e. Scrutineers' Attendance Report

The Chairman requested the Scrutineers provide an attendance report. The Scrutineers then provided the Chairman with a Scrutineers Report which indicated as follows:

➤	Number of General Members in Attendance	<u>29</u>
➤	Number of General Members Present by Proxy	<u>7</u>
➤	Total General Members in Attendance (In person or by Proxy) and Eligible to Vote	<u><u>37</u></u>

The Chairman indicated that the Scrutineers' Report revealed the fact that a quorum was present.

f. Declaration of the Chairman

The Chairman of the meeting, then declared that a quorum of members being present and notice having been properly given that the subject Annual General Meeting of the members of TSMHA was therefore duly regularized and properly constituted for the business of TSMHA for the fiscal period ended March 31, 2015.

The Chairman indicated that he then intended to embark on the business of the meeting as set forth in the Notice of Meeting.

However, to protect the integrity of the meeting and the business to be conducted, the Chairman called for the following Motion:

MOTION:

To approve the Scrutineers' Report, to confirm that a quorum of members was present for the conducting of business and that Notice of Meeting had been properly given and, as such, that this Annual General Meeting of the members of TSMHA was therefore duly regularized and properly constituted for the business of TSMHA for the fiscal period ended March 31, 2015.

MOTION MADE BY: Tanya Morassutti

SECONDED BY: Bob Brkovic

DISCUSSION: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with **"no opposition"**.

3. Approval of Last Year's Minutes

The Chairman advised that it would now be in order to approve the Minutes from last year's AGM which had been posted on the Corporation's website for quite some time in anticipation of this meeting.

The Chairman then invited a motion as follows:

MOTION:

That the Minutes from the Annual General Meeting of TSMHA held on Saturday, March 22nd, 2014, as made available to the membership, be and the same are hereby approved, ratified and confirmed.

MOTION MADE BY: Tanya Morassutti

SECONDED BY: Derek Kelly

DISCUSSION: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with "no opposition".

5. Financial Matters

a. Report of Auditor

The Chairman advised that, Mike Cowan of BDO Dunwoody LLP, the auditors for TSMHA, will present this followed by the Treasurer, Albert Frattaroli, as follows:

- i.) Financial Statements for April 30, 2014. These statements were finalized in September of last year and have been available since that time and were currently available for examination in accordance with the instructions contained in the Notice of Meeting. Pursuant to the law, these Financial Statements have been audited and we have the Auditor's report thereon, which, as expected, reveal no audit issues. These are the Financial Statements and the Auditor's Report that we require to approve.

The financial statements were displayed on an overhead electronic projector as follows: The Profit & Loss Statement; The Balance Sheet; The Divisional Accounting divided between the Travel Hockey Division and the House League Division and the separate pages regarding the P.A.C. Bingo efforts.

APPROVAL OF FINANCIAL STATEMENTS FOR THE YEAR ENDED April 30th, 2014 AND THE AUDITOR'S REPORT THEREON.

The Chairman then invited a motion to approve the financial statements for TSMHA for the fiscal year ended April 30, 2014 and the report of the auditors BDO Dunwoody LLP thereon.

MOTION:

To approve the financial statements for the fiscal year ended April 30th, 2014 and the report of the auditors, BDO Dunwoody LLP, thereon.

MOTION MADE BY: Bob Brkovic

SECONDED BY: Ron Sanko

DISCUSSION: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with "**no opposition**".

- ii.) Financial Period to end April 30, 2015. As a simple matter of fact, it is not possible to have available for approval at this meeting the audited financial statements for the current hockey year the fiscal period for which will end April 30, 2015. The year is not yet closed off. They will have to be approved at the next Annual General Meeting. However, the hockey year is largely completed and has been preliminarily reviewed and nothing appears irregular.

Albert Frattaroli gave the following summary financial overview for the current hockey year:

Projection Year ending April 30, 2015

Income:	Registration	\$371,000
	Travel Fees	\$177,000
	Sponsors	\$14,000
	Tryouts and Clinics	\$27,000
	Bingo	\$16,000
	Other	\$2,000
	Total	\$ 607,000

Expenses:	Ice Fees & Facility Rental	\$426,800
	Amortization – Equipment, Leasehold, Jerseys	\$66,700
	Referee & Timekeepers	\$24,200
	Insurance	\$33,000
	Day of Champs/Coach Appreciation	\$21,300
	Online Registration Fees	\$12,100
	Hockey Supplies	\$ 26,900
	Stipend Positions	\$16,500
	Office Supplies	\$5,500
	Advertising & Promotion	\$4,800
	Professional Fees	\$5,500
	Clinics	\$ 6,000
	Power skating / Goalie Clinics	\$12,900
	Telephone/Fax/Internet	\$3,100
	Total	\$665,300

The Chairman observed that we appear to be in a positive operating position bearing in mind that we are a non-profit organization and these figures were not final.

ACCEPTANCE OF TREASURER'S REPORT

The Chairman then invited a motion to accept the financial report.

MOTION:

To accept the financial report of the Treasurer for the periods ended March 31, 2014 and April 30, 2015.

MOTION MADE BY: Tanya Morassutti

SECONDED BY: Cliff Tucker

DISCUSSION: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with "no opposition".

APPOINTMENT OF AUDITORS FOR FORTHCOMING YEAR

The Chairman invited a motion to approve auditors for the current fiscal year to end April 30, 2015 and for the ensuing year to end April 30, 2016 and specifically, BDO Dunwoody LLP.

MOTION:

To approve BDO Dunwoody LLP as auditors for TSMHA for the current fiscal year to end April 30, 2015 and for the ensuing year to end April 30, 2016.

MOTION MADE BY: Derek Kelly

SECONDED BY: Cliff Tucker

DISCUSSION: None.

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with "no opposition".

6. Election of Directors

The Chairman indicated that there are **five (5)** positions available for Director. The **five (5)** candidates obtaining the **highest** number of **votes** will receive a **two (2) year term**. The Chairman indicated that there are seven (7) candidates all are eligible to run.

The Chairman indicated that it would shortly be in order to vote and that all ballots had been passed out at the door under the supervision of the Scrutineers and should be completed by designating with an "X" the persons you are voting for opposite their names on the Ballot.

He advised that Voters may vote up to a maximum of five (5). Any ballot with five (5) or less votes on it would be considered a good ballot. Any ballot with more than five (5) designated votes would be a spoiled ballot.

The Chairman indicated that the Scrutineers would take the necessary time to tally the votes and that the results of the voting would be posted on the website as soon as the tally was completed and no later than by 6:00 p.m. tomorrow, Sunday, March 29, 2015.

The Chairman indicated that he would invite each candidate to make a short presentation prior to calling the vote, however, the Chairman acknowledged that with the voting, the meeting would begin to break up and therefore he wished to address the final items on the Agenda before calling the vote.

Therefore the Chairman proceeded with the balance of the Agenda:

One more member attended the meeting at this point.

7. Change of Presidency

Ron Sanko the Past President will chair this part of the meeting. He informed the members that Sandy Perreault will be moving to the position of Past President and the President Elect, Pete Morassutti to be the President of the next ensuing year in accordance with TSMHA by-laws.

MOTION:

Motion to approve Sandy Perreault as Past President and Pete Morassutti as President.

MOTION MADE BY: Lindsay Frattaroli

SECONDED BY: Amanda Belanger

Discussion: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with **“no opposition”**.

The Chair has now been handed back to Sandy Perreault.

8. Other Business

a. Subject of Matter: By-Law Changes

TSMHA's by-laws were last updated in 2012. This season, the board has undertaken a review of the current by-laws. Some of the changes include revisions to the committees and definitions of roles board members for additional clarity. These changes will align with our current operations and focus of the organization and will ensure an effective, strategic and accountable Board.

The proposed by-law changes have been posted on the TSMHA website for membership review and have been reviewed and have been previously approved by the Board of Directors.

MOTION:

To approve the changes to by-law no 1.12 of TSMHA were approved by the Board of Directors on February 26, 2014.

MOTION MADE BY: Amanda Belanger

SECONDED BY: Tanya Morasutti

OPPOSED: Derek Kelly

Discussion: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with **"no opposition"**.

Carried

b. Subject of Matter: Amalgamation - Ron Sanko

Last year the board received an approval to go forward with an amalgamation committee to pursue amalgamation. The challenges we face as an organization are numbers and remaining competitive. We looked at many options. We met with Belle River and Riverside. At this point the Riverside discussions have come to a halt and there are some issues coming to an agreement regarding how an organization should run. Meetings with Belle River have been very positive and both organizations are looking to move forward with additional amalgamation discussions.

At this point, Ron posted a list for all AA centers to show where TSMHA stands in the Blue Water league. There are 35 teams and we are sitting at 33. An amalgamation would give us greater numbers and allow us to be more competitive. Numbers in associations allow us to determine if you are AAA AA or A associations. No matter how strong and good our development is there is no way we can be competitive on a provincial level. If we amalgamate and merge we can potentially move up to the 10th spot.

Question: "Are there any true AA centers?"

Answer: "No. LaSalle is potentially the closest. Windsor is also not fielding AE programs next year."

Greg Gingras gave an update about the success of the interlock program with Belle River this past year and that it was a very positive experience for all organizations. He pointed out that if we were to amalgamate it could potentially allow us to have more house league teams and possibly tier the levels.

Question: "What about concerns about their kids that may not make the travel team cause of less teams?"

Answer: "We would be looking at a AA team, AE team one AE Major and one AE minor team. This would result in the same number of travel teams."

The amalgamation process will take least a year to get worked out and we are looking to the changes being more in 2016/17 season.

A concern was raised about the number of games teams will be able to play during a season.

Answer: While regular season games may be less, the teams would have additional dates that would allow them to go to more tournaments.

A side note that Essex is currently involved in Amalgamation discussion with two other associations for a three way Amalgamation, but nothing has been solidified.

Question: "What are the odds of the OMHA rezoning Essex County to allow us to become larger associations?"

Answer: "It is a possibility that associations may be forced to into Amalgamations with other associations. At this point, we may not be able to choose who we will amalgamate with."

Question: “How will this affect our fees?”

Answer: “Belle River’s fees are slightly lower than TSMHA. During discussions between both associations, it was stated that Mr. Zekelman has made a significant push to get ice costs lower – however it is not a significant cost saving and Belle River pays higher ice costs than TSMHA. TSMHA players would not pay higher registration fees.”

Do we have proposed language for the motions?

MOTION:

Motion to enable the Board of Directors to act on a recommendation from the amalgamation committee with respect to amalgamation.

MOTION MADE BY: Tanya Morassutti

SECONDED BY: Lindsay Frattaroli

Discussion: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with “**no opposition**”.

Just clarify, this motion will allow the Board of Directors for TSMHA to act on behalf of the membership in perusing Amalgamation proceedings with Belle River Minor hockey and that a further special AGM to act on the amalgamation will not be required.

9. Meeting adjournment:

Pete has thanked the existing Board for all their work and for those of you who attended the meeting. Thank you to our coaches and volunteers.

MOTION:

To adjourn the meeting.

MOTION MADE BY: Cliff Tucker

SECONDED BY: Amanda Belanger

Discussion: None

Request for Poll: None requested.

RESULT: On a show of hands, the vote carried **unanimously**, or, at least with “**no opposition**”.

Sandy Perreault announces that the vote is now OPEN.

The meeting adjourned at approximately 11:26 a.m.

Dated at Tecumseh, Ontario this 22nd day of March, 2015.

Sandy Perreault, President of TSMHA
Chairman of the meeting

Cliff Tucker, Secretary of TSMHA
Secretary of the meeting

Approved as to form and content, but subject to confirmation, ratification and adoption by the membership at the next members meeting called for the purposes of considering these minutes.