

RESOLUTION
TO APPROVE AMENDMENTS TO THE BYLAWS OF
FIELD HOCKEY CANADA

I certify that the following Special Resolution was made by the Members of Field Hockey Canada at a duly called Special General Meeting on July 8, 2014:

"BE IT RESOLVED THAT the Members of Field Hockey Canada (the "Corporation"), at a duly called Special General Meeting held on July 8, 2013, for which proper notice was given, hereby approve and ratify amendments to the Corporation's Bylaws, resulting in the form of Bylaws presented in the document titled "Bylaws of Field Hockey Canada", attached as Schedule "A" hereto.

The approval of such amendments shall not invalidate any action taken by the Corporation pursuant to the Bylaws prior to their amendment."

A handwritten signature in black ink, appearing to read 'G. Plottel', is written over a horizontal line.

Gordon Plottel, Director of Field Hockey Canada

July 8, 2014

SCHEDULE "A"



BYLAWS OF FIELD HOCKEY CANADA

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1. GENERAL

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Canada Corporations Act*, R.S.C. 1970 c. C-32, including regulations made pursuant to the Act, as amended from time to time;
- (b) "Articles" means the original or restated Articles of Incorporation or Articles of Amendment, Letters Patent, amalgamation, continuance, re-organization, arrangement or revival of the Corporation;
- (c) "Board" means the board of Directors of the Corporation, and "Director" means a member of the Board;
- (d) "Bylaws" means these Bylaws, or any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "Hockey" means the sport of field hockey in all of its variations as recognized by the International Hockey Federation, including outdoor field hockey and indoor field hockey;
- (f) "Member" means a Provincial Association Member as described in these Bylaws.
- (g) "Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution, and on which no fewer than three (3) Members vote in favour;
- (h) "Record Date" means the Record Date as defined in paragraph 9.2(a);
- (i) "Registered Participant" means those individuals, who are not Members, who are engaged in activities that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members. Registered Participants include, without limitation, athletes, coaches, officials, administrators, and volunteers, and those who sit on the Board and its committees. Registered Participants may pay a program fee for services received.
- (j) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, and on which no fewer than three (3) Members vote in favour.

1.2 Interpretation

- (a) In the interpretation of these Bylaws, words in the singular include the plural and vice versa, words in one gender includes all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- (b) Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these Bylaws.
- (c) These Bylaws are drafted in English and the French text is a translation. In the case of a conflicting interpretation between the French and English Bylaws, the English text shall prevail.

2. NAME

The name of the corporation shall be "Field Hockey Canada" (the "Corporation").

3. JURISDICTION

The Corporation shall have jurisdiction over Hockey matters of a domestic and national nature, including the representation of these matters at an international level.

4. REGISTERED OFFICE

The Registered Office of the Corporation shall be situated at Vancouver, in the Province of British Columbia.

5. DISTRIBUTION OF ASSETS

In the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the *Income Tax Act*.

6. NOT FOR PROFIT

The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes.

7. MEMBERSHIP CATEGORIES

7.1 The Corporation shall have one category of Member, which is Provincial Associations. Provincial Associations shall be those Associations which:

- (a) are responsible for women's Hockey, men's Hockey, or both, in a Canadian Province or Territory;
- (b) are recognized by the Corporation as the primary organization to represent men's Hockey, women's Hockey, or both, in a Canadian Province or Territory; and
- (c) have paid the applicable annual Provincial Association Member dues.

7.2 The voting privileges of Provincial Associations as Members shall be as outlined in Section 9.

8. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

8.1 Membership dues

The Corporation shall publish the membership dues at any time payable by its Members. If applicable dues are not paid when due, the Corporation may give written notice to the Member responsible for remitting payment that failure to make such payment within one (1) calendar month of the date of such notice will result in the membership rights of the Member to be suspended.

8.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member is dissolved;
- (b) a Member fails to maintain any qualifications for membership described in these Bylaws;
- (c) a Member suspended pursuant to s. 8.1 fails to remedy the default to the satisfaction of the Corporation within thirty (30) days after delivery of written notice by the Corporation;
- (d) the Member resigns by delivering a written resignation to the Chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, upon the date of receipt of such written resignation by the Chair of the Board;
- (e) the Member is expelled, or its membership is otherwise terminated, in accordance with these Bylaws;
- (f) the Member's term of membership expires; or
- (g) the Corporation is liquidated or dissolved under the Act.

8.3 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation on any one or more of the following grounds:

- (a) violating any provision of the Articles, Bylaws or written policies of the Corporation;
- (b) carrying out any conduct which may, in the sole and unfettered discretion of the Board, be considered detrimental to the Corporation or its interests;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board resolves to suspend or expel a Member, the Member will be given notice and the opportunity to respond in writing. A decision on suspension or expulsion may be appealed pursuant to the Corporation's policies for hearing and deciding appeals.

9. VOTING AT ANNUAL AND SPECIAL MEETINGS

9.1 Any Member of the Corporation shall have the right to attend and to be heard at Annual and Special Meetings of the Corporation, including the right to make motions.

9.2 Voting privileges at Annual and Special Meetings of the Corporation shall be as follows:

- (a) Each Member shall have one (1) vote plus one (1) vote for each Registered Participant who is
 - (i) ordinarily resident in the Province for which the Member, as a Provincial Association, is responsible;

- (ii) a recognized member in good standing of the Provincial Association Member; and

- (iii) recognized by the Corporation;

as determined by the Secretary, as of August 31st preceding the date of such Annual or Special Meeting (the “**Record Date**”);

(b) Members may vote by proxy if the proxy is:

- (i) in writing;

- (ii) is received by the Corporation prior to the meeting to which it refers

- (iii) states the date of the meeting for which it is intended;

- (iv) states to whom the proxy is given; and

- (v) otherwise complies with the requirements of the Act.

9.3 Unless otherwise required in the Bylaws, or by law, acceptance of any resolution made at Annual and Special Meetings must be made by Ordinary Resolution.

9.4 Unless the Board otherwise directs in a notice of meeting, and subject to the Act, Members may vote at Annual and Special Meetings in person or by means of mail, telephonic or electronic communication. In the case of votes cast by mail, telephonic or electronic communications, such votes will only be counted where the Corporation uses a system that

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and

- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

10. THE BOARD

10.1 The Board shall be made up of no fewer than three (3) and no more than eleven (11) Directors, and shall be comprised of the following:

- (a) a Chair, elected by the Members for a term of four (4) years;

- (b) two (2) Athlete Directors elected by the Members for a term of two (2) years, provided that one Athlete Director shall be male and one shall be female;

- (c) Directors-at-Large elected by the Members, for a term of four (4) years; and

- (d) To be eligible for nomination, election or appointment as a Director, an individual shall be 18 years of age or older, shall have the power under law to contract, shall not have been declared incapable by a court in Canada or in another country, shall not have the status of a bankrupt, and shall fulfill the requirements of the *Income Tax Act* in relation to serving as a Director with a registered charity. In addition, an Athlete Director shall be currently, or have been formerly, selected for a Junior or Senior National Team of the Corporation.

10.2 Where the position of a Director becomes vacant for any reason other than a vacancy created by an increase in the number of Directors or a failure to elect the minimum number of Directors specified in the Articles, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting.

10.3 No Director shall serve more than two consecutive terms on the basis of the same election or appointment.

10.4 Except as otherwise provided by the Act, the Articles or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. The Board is responsible for developing and implementing plans, policies, procedures and rules to manage the affairs of the Corporation. Without limiting the generality of the foregoing, the Board shall have responsibility to:

- (a) develop, implement and facilitate strategic plans, annual operating plans and performance measures;
- (b) promote and maintain policies pertaining to the vision, values and mission of the Corporation;
- (c) delegate authority and responsibility to Committees, and ensure that these entities fulfill responsibilities as delegated;
- (d) ensure that key governing documents, including the articles, Bylaws, terms of reference and job descriptions, are current and sound;
- (e) develop and maintain relationships between and among the Board, Committees, staff and Members that will enhance the Corporation's effectiveness;
- (f) manage disputes within the Corporation, including overseeing procedures for internal appeals and procedures for the facilitation, negotiation, mediation and arbitration of disputes; and
- (g) fulfill any other responsibilities specified in the policies of the Corporation or required by law.

10.5 The Board shall meet as such times and places as it sees fit, and in person or by any effective telephonic or electronic medium, but no fewer than four (4) times per year.

10.6 Board Meetings may be called by the Chair or by the senior staff person of the Corporation if a majority of Directors in office requests a meeting.

10.7 A quorum for a Board meeting shall be a majority of Directors in office.

10.8 Meetings of the Board shall be chaired by the Chair or Vice-Chair. If the Chair and Vice-Chair are absent, the Board shall appoint from its members a Director to chair the meeting.

10.9 Questions at Board meetings shall be determined by majority vote, where the chair carries a vote and a tie vote fails.

10.10 Meetings of the Board may be attended by Directors and staff only. Other persons may attend meetings at the invitation of the Board.

10.11 No Director shall abstain from voting unless he or she has declared a conflict of interest.

10.12 The following provisions shall apply to the resignation and removal of Directors:

- (a) A Director may resign from the Board at any time by providing written notice to the Corporation. This resignation shall become effective the date on which the request to resign is delivered to the Corporation, or upon such date as may be set out in the notice.
- (b) The office of any Director shall be vacated automatically:
 - (i) if the Director fails to meet or maintain the qualifications set out in Article 10.1.(d);
 - (ii) if the Director is found guilty of an offence under the *Criminal Code of Canada*;
 - (iii) if the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or
 - (iv) upon the Director's death.
- (c) A Director may be removed by a majority vote of the Board, provided the Director has been given reasonable notice of such resolution and the opportunity to be present and to be heard at the meeting of the Board where such a resolution is put to a vote.
- (d) A Director may be removed by an Ordinary Resolution of Members, provided the Director has been given notice of such resolution and the opportunity to be present and to be heard at the meeting of Members where such a resolution is put to a vote.

11. OFFICERS

11.1 The Officers of the Corporation are the Chair, Vice-Chair, Treasurer and Secretary. The Vice-Chair, Treasurer and Secretary shall be elected by the Board from among the Directors at the first Directors' meeting following an Annual Meeting.

11.2 The duties of Officers are as follows:

- (a) The Chair shall be responsible for the general supervision of the affairs of the Corporation; for coordinating the work of the Board; and to represent the Board and the Corporation to outside parties and the public. The Chair shall preside at meetings of members and of the Board, and shall perform such other duties as may from time to time be established by the Board.
- (b) The Vice-Chair shall fulfill the functions of the Chair in the absence, resignation or request of the Chair, and shall assist the Chair as may be required or requested by the Chair.
- (c) The Treasurer shall cause to be kept proper accounting records as required by the Act; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board shall supervise the financial management and the disbursement of funds of the Corporation; when

required shall provide the Board with an account of the financial transactions and the financial position of the Corporation; and shall perform such other duties as may from time to time be established by the Board.

- (d) The Secretary shall issue written notice of meetings of the Directors and meetings of Members in accordance with these Bylaws; shall keep proper minutes of meetings of Directors and of meetings of members; shall ensure that all other written records are properly maintained as required by the Act; shall confirm voting delegates at all meetings of members; and shall perform such other duties as may from time to time be established by the Board.

11.3 The Board may appoint any individual as an Honourary Officer. All persons who have received Honourary Membership from the Corporation before January 1, 2014 shall be deemed to be Honourary Officers.

12. COMMITTEES

12.1 The following committees shall be standing committees of the Corporation:

- (a) The Governance Committee
- (b) The Human Resources Committee
- (c) The Finance and Audit Committee

(the "Standing Committees").

12.2 The Standing Committees shall have the following terms of reference:

- (a) the Governance Committee shall,
 - (i) be chaired by the Chair;
 - (ii) develop, review and assess the effectiveness of the Board, and make recommendations to the Board for the purpose of improving the Board's effectiveness;
 - (iii) develop, review and assess the need for and effectiveness of the Ad Hoc Committees created by the Board;
 - (iv) review and make recommendations to amend, if considered necessary or practicable, these Bylaws and any policies established by the Board;
 - (v) ensure the Corporation complies with applicable legislation, regulations and policies, other than those dealing with financial matters of the Corporation;
 - (vi) solicit and recommend potential candidates for nomination as Directors.
- (b) the Human Resources Committee shall,
 - (i) be chaired by a Director appointed by the Board;

- (ii) consider employment and personnel issues regarding full and part-time employees of the Corporation, including issues of hiring, firing, recruitment, salary and wages, benefits, terms and conditions of employment, employment policies, complaints, workplace harassment, and issues relating to volunteers.
- (c) the Finance and Audit Committee shall,
 - (i) be chaired by the Treasurer;
 - (ii) ensure that the financial matters of the Corporation are conducted in compliance with applicable legislation, regulation and policies;
 - (iii) ensure appropriate financial reporting is provided to the Board and to the Members;
 - (iv) review and report to the Board on budgetary matters;
 - (v) monitor risk management and internal financial controls systems of the Corporation;
 - (vi) meet with the Public Accountant of the Corporation and provide the Public Accountant with information as may be reasonably necessary or requested.

12.3 The Board may appoint and disband committees, other than Standing Committees, ("Ad Hoc Committees") to carry out such duties and responsibilities as it may determine, from time to time, by terms of reference.

12.4 The Board shall determine the composition and chairs of all Committees, subject to these Bylaws.

12.5 Only Directors and staff of the Corporation are eligible to participate as voting members of Standing Committees. At least one director shall sit on each Ad-Hoc Committee. Any committee may consult with, and obtain advice from, such resources as it sees fit within the scope of its terms of reference.

12.6 The Board may delegate any, but not all, of its powers, duties and responsibilities to Committees.

12.7 All Committees may meet in person, telephonically, or electronically, and otherwise regulate their meetings and proceedings as they see fit.

12.8 All Committees shall report to the Board as and when required by the Board.

13. ANNUAL AND SPECIAL MEETINGS AND NOTICE

13.1 The Annual Meeting of Members shall be held in Canada each year within six (6) months of the end of the fiscal year of the Corporation, and within 15 months of the previous Annual Meeting, at such date, place and time as may be determined by the Board.

13.2 Members may request a Special Meeting by written request representing not less than five (5) percent of Member votes.

13.3 Notice of the time and place of an Annual Meeting, or Special Meeting, shall be given to the Directors, the Public Accountant and each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier, or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held, which means shall be used if a Member specifically requests a non-electronic means of notice; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, or
- (c) by publication at least once during a period of 21 to 60 days before the day on which the meeting is to be held, in a publication of the Corporation available to all Members, which publication may be as an electronic document on an information system, including the Corporation's website.

13.4 Only those Members who were Members on the Record Date shall be entitled to receive notice of a meeting of Members and to vote at such meeting.

13.5 Accidental omission to give notice to, or the non-receipt of the notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings at any meeting.

13.6 A quorum for the transaction of business at Annual and Special Meetings of the Corporation shall comprise Members representing one-third (1/3) of the aggregate of the available votes.

13.7 At the Annual Meeting, the business of the meeting shall include reports from the Board, reports from each Standing Committee, the report of the Public Accountant, the election of Directors to fill positions that fall vacant at that time and the setting of membership fees for the next fiscal year.

13.8 Any Registered Participant who has been selected for one or more of the Corporation's Junior or Senior National Teams in the previous twelve (12) months shall be entitled to attend an Annual or Special Meeting of the Corporation.

14. ELECTIONS AND APPOINTMENTS.

14.1 Prior to the date for notice of an Annual Meeting, the Governance Committee shall circulate a formal call for nominations for those Board positions which are subject to election at that Annual Meeting.

14.2 A nominee for election as Chair or Director-at-Large shall have the support of no fewer than two (2) Members. A nominee for election as a male Athlete Director shall have the support of no fewer than three (3) Registered Participants who, at the time of nomination, have been selected for one or more of the Corporation's Men's Junior or Senior National Teams in the previous twelve (12) months, and a nominee for election as a female Athlete Director shall have the support of no fewer than three (3) Registered Participants who, at the time of nomination, have been selected for one or more of the Corporation's Women's Junior or Senior National Teams in the previous twelve (12) months.

14.3 Based upon nominations received, the Governance Committee shall propose a slate of nominations for the Board which shall be distributed to the Members together with a ballot for election and the notice of the Annual Meeting.

14.4 No nominations for Director shall be accepted at an Annual Meeting.

14.5 Where more than one nomination is proposed for a Director, an election shall be held by secret ballot at the Annual Meeting.

15. FISCAL YEAR

15. The fiscal year shall commence on April 1st of each year and end on March 31st of the following year.

16. ACCOUNTS AND AUDIT

16.1 The books of account shall be audited annually by a Public Accountant appointed at the preceding Annual Meeting. The reports of the Public Accountant, and other financial statements and information as required under the Act, shall be placed by the Treasurer before the members at the Annual Meeting.

16.2 The Members shall appoint, by Ordinary Resolution, a Public Accountant at the Annual Meeting to hold office until the close of the next Annual Meeting. If such an appointment is not made, the current Public Accountant in office continues in office until a successor is appointed.

16.3 The signing authority of the Corporation shall be vested in such Directors, Officers, and/or employees of the Corporation as are authorized by the Board.

16.4 Where the Corporation is required or empowered to open special bank accounts the signing officers shall be specified at that time by the Board.

16.5 The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

17. ANNUAL FINANCIAL STATEMENTS

17.1 The Corporation may, instead of sending copies or summaries of the annual financial statements and other documents as may be required under the Act to the members, publish a notice to its members stating that the Annual Financial Statements and documents referred to in the Act are available at the Registered Office of the Corporation, and any member may, on request, obtain a copy free of charge at the Registered Office or by pre-paid mail. Annual financial statements will be provided to the Members at least 21 days in advance of the Annual Meeting.

18. BORROWING POWERS

18.1 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

19. REIMBURSEMENT

19.1 Directors shall serve without remuneration, and no director shall directly or indirectly receive and profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or hers duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

19.2 Directors, Officers, and Committee Members shall only receive payment, or reimbursement, or financial assistance, for travel expenses to attend meetings of the Corporation or for other reasonable expenses incurred in connection with the business of Corporation.

20. INDEMNIFICATION

20. Directors, Officers, and Committee Members shall be indemnified by the Corporation against all costs, losses and expenses incurred by them in or about the discharge of their respective duties, except where they exceed their realm of duty or where events occur as a result of their own wilful acts, neglects or default.

21. TRUST FUNDS

21.1 The Corporation shall have the power to establish trust funds as required from time to time. The terms of reference of each trust fund shall be ratified by the Board.

21.2 All trust funds previously established by the Canadian Field Hockey Association and the Canadian Women's Field Hockey Association shall continue to be administered in accordance with their terms of reference and all such trust funds shall be held as separate accounts of the Corporation.

22. PARLIAMENTARY AUTHORITY

22. Any matter of order or procedure respecting meetings of the Corporation for which express provision has not been made in the Bylaws, or for which only partial provision has been made, shall be determined, whenever possible, in accordance with the latest edition of Roberts Rules of Order.

23. REPEALING AND AMENDING THE BYLAWS

23.1 These Bylaws may be amended or added to by Special Resolution at an Annual or Special meeting.

23.2 Thirty (30) days notice of any proposed Bylaw amendments shall be given prior to the Annual or Special Meeting at which such proposed Bylaw amendments are considered.

23.3 The repeal or amendment of Bylaws shall not be enforced or acted upon until the approval of the Corporations Directorate of Industry Canada or its successor or replacement agency has been obtained.

Approved by Special Resolution of the Members on July 14, 2014

