

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 Not-for-Profit Corporations Act, S.C. 2009, c.23* 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) “Athlete” means a person currently on a national team or competing at the international level, or a person who is retired and was a Member of a national team or competed at the international level, not more than nine years previously;
- d) “Board” means the Board of Directors of the Corporation, and “Director” means a member of the Board;
- e) “Bylaws” means these Bylaws, or any other bylaws of the Corporation as amended and which are, from time-to-time, in force and effect;
- f) “Hockey” means the sport of field hockey in all its variations as recognized by the International Hockey Federation, including outdoor field hockey and indoor field hockey;
- g) “Independent” means that a Director or prospective Director has no fiduciary obligation to any body for pentathlon at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in field hockey does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
- h) “Member” means a Provincial Association as described in these *Bylaws*;
- i) “Ordinary Resolution” means a resolution passed by a majority of votes cast on that resolution;
- j) “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.

- k) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

- a) In the interpretation of these *Bylaws*, words in the singular include the plural and vice versa 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.
- d) Except as provided in the *Act*, the *Board* will have the authority to interpret any provision of these *Bylaws* that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.

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 in the Province of British Columbia at such address as the *Board* may determine.

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 AND ADMISSION/RENEWAL OF MEMBERS

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

7.2 The voting privileges of Provincial Associations are outlined in **Section 11**.

7.3 Any candidate will be admitted as a *Member* or renewed as a *Member* if:

- a) The candidate makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate was at any time previously a *Member*, the candidate was a *Member* in good standing at the time of ceasing to be a *Member*;
- c) The candidate has paid dues as prescribed by the *Board*;
- d) The candidate agrees to uphold and comply with the Corporation's governing documents;
- e) The candidate has met the applicable definition;
- f) The candidate meets any other condition of membership determined by the *Board*; and
- g) The candidate has been approved by *Ordinary Resolution* by the *Board* or by any committee or individual delegated this authority by the *Board*.

7.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the *Act* applicable to Fundamental Changes, a *Special Resolution* of the *Members* is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a *Member*;

- b) Change in the manner of giving notice to *Members* entitled to vote at a meeting of *Members*; or
- c) Change the method of voting by *Members* not in attendance at a meeting of *Members*.

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 or terminated as determined by the *Board of Directors* in their sole discretion.

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 **Section 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.
- d) If the *Board* resolves to suspend or expel a *Member*, the *Member* will be given notice and the opportunity to respond in writing. If the *Board* determines that a *Member* should be suspended or terminated from their affiliation with the Corporation, the President, or such other Officer as may be designated by the *Board*, shall provide fifteen (15) Days written notice of suspension or termination to the *Member* and reasons for the proposed suspension or termination.
- e) Suspensions may come into immediate effect, with the opportunity for the *Member* to provide a response in writing to the *Board* in accordance with this section regarding the suspension. A suspended *Member* is not in good standing as defined herein.
- f) The *Member* may make written submissions to the *Board*, in response to the notice received within the fifteen (15) Day period. If no written submissions are received within this period, the *Board* may proceed to notify the *Member* that it is suspended or terminated from its affiliation with the Corporation. If written submissions are received in accordance with this article, the *Board* shall consider such submissions before arriving at a final decision. The *Board* shall notify the *Member* concerning such final decision within a further twenty (20) Days from the date of receipt of the submissions.
- g) The *Board's* decision shall be final and binding on the *Member*, without any further right of appeal.

9. **GOOD STANDING**

9.1 A *Member* will be in good standing provided that the *Member*:

- a) has not ceased to be a *Member*;
- b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) has completed and remitted all documents as required by the Corporation;

- d) has complied with the *Bylaws*, policies, and rules of the Corporation;
- e) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the *Board*; and
- f) has paid all required membership dues.

9.2 *Members* that cease to be in good standing, as determined by the *Board* (or designate), will not be entitled to vote at meetings of the *Members* or be entitled to the benefits and privileges of membership until such time as the *Board* is satisfied that the *Member* has met the definition of good standing.

10. REGISTERED PARTICIPANTS

- 10.1 *Registered Participants* are those individuals who are registered with the Corporation via a *Member* and who participate in the sanctioned activities of the Corporation and/or a *Member*. *Registered Participants* include but not are limited to *Athletes*, coaches, officials and administrators who are involved in national team, competitive, recreational, and learn-to-programs, as well as *Directors*, officers and committee members of the Corporation and of a *Member*.
- 10.2 The Corporation may maintain a policy, as amended from time-to-time, that determines the requirements for being a *Registered Participant*. The policy may include categories, definitions, scope and application, provisions, and fee structures.
- 10.3 Each *Member* must report certain information about their *Registered Participants* to the Corporation, as determined from time-to-time by the *Board*:
- 10.4 A *Member* must identify when an individual has been registered in multiple categories of *Registered Participant*. Such individuals must only be counted once for the purposes of determining the *Member*'s voting rights (**Section 10.2**).
- 10.5 Unless otherwise determined by the *Board*, the registration term of *Registered Participants* begins on the date the *Board* accepts the *Registered Participant*'s registration and ends on **August 31st** or when the *Registered Participant* resigns or is terminated from registration.
- 10.6 By registering with the Corporation, a *Registered Participant* (or the *Registered Participant*'s parent/guardian, on behalf of the *Registered Participant*, if the *Registered Participant* is younger than the age of majority in their province or territory) must comply with the Corporation's policies and procedures, as may be modified or updated at the discretion of the *Board* (or designate). Failure to comply with the Corporation's policies and procedures may result in discipline, or suspension or termination of registration.
- 10.7 *Registered Participant* fees will be determined annually by the *Board*. *Registered Participants* will be notified in writing of the fees payable, and if they are not paid by the date specified by the

Board, the *Registered Participant* in default will automatically cease to be a *Registered Participant* with the Corporation.

10.8 A *Registered Participant* may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of *Registered Participants*.

10.9 A *Registered Participant* may not resign from the Corporation if the *Registered Participant* is subject to disciplinary investigation or action.

10.10 A *Registered Participant* ceases to be a *Registered Participant* if:

- a) The *Registered Participant* fails to maintain any of the qualifications or conditions of being a *Registered Participant* as established by the *Board of Directors* and amended from time-to-time;
- b) The *Registered Participant* resigns from the Corporation by giving written notice to the Corporation, in which case the resignation becomes effective on the date specified in the resignation. The *Registered Participant* will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The *Registered Participant* fails to pay fees owed to the Corporation by the deadline dates prescribed in **Section 10.7**;
- d) The *Registered Participant* fails to comply with Corporation's registration policies or applicable policies;
- e) The *Registered Participant* is suspended or expelled from the Corporation in accordance with the Corporation's *Bylaws*, policies, and procedures relating to discipline of *Registered Participants*;
- f) The *Registered Participant's* term of registration expires; or
- g) The Corporation is liquidated.

11. VOTING AT ANNUAL AND SPECIAL MEETINGS

11.1 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.

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

- a) Each *Member* shall have one (1) vote plus up to four (4) additional votes as follows:
 - (i) Between 100 and 200 *Registered Participants* – One (1) additional vote
 - (ii) Between 201 and 500 *Registered Participants* – Two (2) additional votes

- (iii) Between 501 and 1000 *Registered Participants* – Three (3) additional votes
- (iv) More than 1000 *Registered Participants* – Four (4) additional votes

b) To be counted in the above determination of voting rights, a *Registered Participant* must:

- (i) Ordinarily reside in the jurisdiction for which the *Member*, as a Provincial Association, is responsible;
- (ii) Be in good standing of the Provincial Association;
- (iii) Be recognized by the Corporation; and
- (iv) Meet any other criteria as determined by the *Board*

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

11.3 A *Member* must appoint a delegate to act as the authorized representative of the *Member* and attend meetings of the *Members* to exercise the vote of the *Member*.

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

11.5 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.

12. THE BOARD

12.1 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) 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; and
- b) Between one (1) and nine (9) *Directors-at-Large* elected by the *Members*, for a term of three (3) years

- 12.2 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 be *Independent*, shall not have the status of a bankrupt, shall not be currently serving as an employee or contractor of the Corporation, 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* must be an *Athlete* as defined in these *Bylaws*.
- 12.3 Prior to a meeting of the *Members* at which *Directors* will be elected, the *Board* will determine the number of Director-at-Large positions by *Ordinary Resolution* provided that:
- a) The number of Directors-at-Large plus the number of other *Directors* present on the *Board*, or elected at the meeting, does not exceed the maximum number of *Directors* specified in the *Articles*;
 - b) The number of Directors-at-Large plus the number of other *Directors* present on the *Board*, or elected at the meeting, does not fall below the minimum number of *Directors* specified in the *Articles*;
 - c) The number of Director-at-Large positions is at least one (1) and no more than nine (9); and
 - d) The determination of the number of Director-at-Large positions on the *Board* does not have the effect of shortening the term of a sitting *Director*.
- 12.4 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 for the remainder of the unexpired term.
- 12.5 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.

12.6 The *Board* shall retain the services of a Chief Executive Officer who, together with volunteers and staff, shall implement the *Board's* goals and objectives. The *Board* may from time-to-time delegate some or all its authority to the Chief Executive Officer (unless otherwise prohibited by the *Act*). The Chief Executive Officer may employ such persons as required to carry out the mission and work of the Corporation with the prior approval of the *Board* – but the Chief Executive Officer will be the sole liaison between the *Board* and staff. When discussing the business of the Corporation, the *Board* will not interact with any staff member other than the Chief Executive Officer.

12.7 No *Director* may become the senior staff person (or interim senior staff person) of the Corporation during their term as a *Director* or for twelve months thereafter. The *Board* shall develop a staff succession plan for the Chief Executive Officer.

12.8 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.

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

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

12.11 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.

12.12 Questions at *Board* meetings shall be determined by majority vote, where the Chair carries a vote and a tie vote fails.

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

12.14 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* becomes disqualified per the *Act*; or
 - (ii) upon the *Director's* death.
- c) A *Director* may be removed by an *Ordinary Resolution* of *Members* at a Special Meeting, 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.

13. OFFICERS

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

13.2 The term of the Officers will be at the discretion of the *Board*. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a *Director* expires (or when the *Director* is removed from or vacates their position).

13.3 An individual may only serve as Chair for a maximum of six (6) years.

13.4 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*; for overseeing an annual *Board* review process, and for representing 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 the *Board* and 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*.

14. COMMITTEES

14.1 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
- d) The Nominations Committee (the “Standing Committees”).

14.2 The Standing Committees shall have the following terms of reference (which may be expanded upon in separate documents at the discretion of the *Board*):

- 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.
- 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.

- d) the Nominations Committee shall,
 - i. be chaired a *Director* who is not seeking re-election (when possible) and may not be chaired by a *Director* who is seeking election;
 - ii. prepare a skills matrix of the *Board*;
 - iii. issue a call for nominations as described in these *Bylaws*;
 - iv. recruit and solicit nominees for the *Board of Directors*;
 - v. review the eligibility of nominees;
 - vi. endorse nominees (optional);
 - vii. act as scrutineers during elections.

14.3 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.

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

14.5 Any committee may consult with, and obtain advice from, such resources as it sees fit within the scope of its terms of reference.

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

14.7 No committee has the authority to:

- a) submit to the *Members* any question or matter requiring approval of the *Members*;
- b) fill a vacancy among the *Directors* or appoint additional *Directors*;
- c) issue debt obligations except as authorized by the *Board*;
- d) approve any financial statements;
- e) adopt, amend or repeal the *Bylaws*; or
- f) establish contributions to be made, or fees to be paid, by *Members* without the approval of the *Board*.

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

14.9 All Committees shall report to the *Board* when required by the *Board*.

15. ANNUAL AND SPECIAL MEETINGS AND NOTICE

15.1 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*.

15.2 *Members* may request a Special Meeting by written request by *Members* who hold not less than five percent (5%) of the votes of the Corporation.

15.3 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.

- 15.4 Only those *Members* who were *Members* on **August 31st** (the “**Record Date**”) shall be entitled to receive notice of a meeting of *Members* and to vote at such meeting.
- 15.5 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.
- 15.6 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.
- 15.7 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, and the election of *Directors*.
- 15.8 The *Members* of the Corporation shall vote only on the election of *Directors*, the appointment of the auditors, those matters on which *Members* are entitled to vote under the *Act* and any specific matter that the *Board* determines shall be voted on by the *Members*.
- 15.9 At the Annual Meeting, the *Board* shall provide the attendance record of *Directors* at meetings of the *Board* held since the previous Annual Meeting.
- 15.10 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.

16. ELECTIONS AND APPOINTMENTS.

- 16.1 Prior to the date for notice of an Annual Meeting, the Nominations Committee shall circulate a formal call for nominations for those *Board* positions that are subject to election at that Annual Meeting.
- 16.2 The Nominations Committee shall maintain an active skills matrix of the current *Board*. The call for nominations will highlight that the Corporation intends to recruit *Directors* with skills that fill gaps in the matrix.
- 16.3 The call for nominations shall be sent to each *Member* and each current *Director* of the Corporation, advertised on the Corporation’s social media, posted on the Corporation’s website, and distributed publicly.
- 16.4 Individuals may nominate themselves for *Director* positions.
- 16.5 The Nominations Committee will review the nominees for eligibility and may decide, at its discretion, to endorse any number of nominees. The list of nominees, along with the Nominations Committee’s endorsements (if any), shall be distributed to the *Members* along with the notice of the Annual Meeting.
- 16.6 No nominations for *Director* shall be accepted at an Annual Meeting.

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

16.8 In advancement of gender balance for women and men on the *Board of Directors*, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the *Board* shall be constituted in a manner such that no gender accounts for more than 60% or less than 40% of the total number of *Directors*. The *Board* shall create a report annually that sets out its approach and initiatives taken to attract *Directors* with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful, and any additional steps the *Board* will be making towards this objective.

16.9 Elections will be held at the Annual Meeting in accordance with the following:

- a) In years when the 40% gender standard is not assured, a gender specific election will be held first to elect male or female nominee(s), sufficient to meet the standard;
- b) When the minimum 40% gender standard is assured, all nominees of either gender will be included on the same ballot in an election to fill the remaining vacancy(ies) per the election procedure described in the below sections of these *Bylaws*.

16.10 *Directors* will serve up to a maximum of nine (9) years except:

- a) *Directors* serving at the time of the ratification of these *Bylaws* who have exceeded the maximum term limit of nine (9) consecutive years will retain their position for the remainder of the term; and
- b) An individual who serves as the Chair or who serves on the *Board* of the International Hockey Federation may serve an additional three (3) years.

16.11 Newly elected and returning *Directors* will undergo *Board* orientation, as developed by the Corporation.

17. FISCAL YEAR

17.1 The fiscal year shall commence on April 1st of each year and end on March 31st of the following year, or such other period as the *Board* may, from time-to-time, determine.

18. ACCOUNTS AND AUDIT

18.1 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.

- 18.2 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.
- 18.3 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*.
- 18.4 Where the Corporation is required or empowered to open special bank accounts the signing officers shall be specified at that time by the *Board*.
- 18.5 The banking business of the Corporation shall be conducted at such financial institution as the *Board* may designate.

19. ANNUAL FINANCIAL STATEMENTS

- 19.1 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.
- 19.2 The *Board* must review quarterly financial statements within 60 days of a quarter ending and must review annual financial statements within 90 days of year end.

20. WRITTEN CERTIFICATION

- 20.1 *Directors* must receive, via the Chief Executive Officer, quarterly written certification of the following matters:
- a) all required remittances, be they for deductions at source, sales tax, or any other government remittances have been made;
 - b) all other payments for which *Directors* are personally liable have been made;
 - c) description of any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Corporation including a status update of each;
 - d) confirmation that all insurance coverage (including *Directors* and officers liability insurance) approved by the *Board* is in full force and effect and that all premiums have been paid description of any material risk (financial or otherwise).

21. BORROWING POWERS

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

22. REIMBURSEMENT

22.1 *Directors* shall serve without remuneration, and no *Director* shall directly or indirectly receive and profit from their position as such, provided that a *Director* may be reimbursed for reasonable expenses incurred in the performance of their duties.

22.2 *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.

23. 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.

24. TRUST FUNDS

24.1 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*.

24.2 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.

25. TRANSPARENCY

25.1 The *Board* shall enact and maintain a transparency policy to ensure that the Corporation publishes on its website and has publicly accessible:

- a) the *Articles*;
- b) the *Bylaws*;
- c) Annual Financial Statements;
- d) Minutes of meetings of *Members*;
- e) the *Board* mandate;

- f) terms of reference for all committees;
- g) the annual report on *Board* diversity referred to in **Section 15.8** of these *Bylaws*;
- h) all policies enacted by the *Board*; and
- i) any other document as may be required by these *Bylaws* or the *Act*.

26. PARLIAMENTARY AUTHORITY

26.1 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.

27. REPEALING AND AMENDING THE BYLAWS

27.1 Except for the items set out in the sections of the *Act* applicable to Fundamental Changes, these *Bylaws* may be amended or repealed as follows:

- a) By *Ordinary Resolution* of the Directors at a meeting of the *Board*. The *Directors* will submit the amendment to the *Members* at the next meeting of *Members*, and the *Members* may amend the *Bylaws* by *Ordinary Resolution*. The amendment is effective from the date of the resolution of the *Directors*. If the amendment is amended by the *Members* it remains effective in the form in which it was confirmed; or
- b) By *Member* proposal, as described in Section 163 of the *Act*. Amendments by *Member* proposal must be approved by *Ordinary Resolution* of the *Members* at any meeting of the *Members*. Amendments by *Member* proposal that are approved by the *Members* take effect immediately.

27.2 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.

Approved by the Members on [insert date]