

# ALBERTA FIELD HOCKEY ASSOCIATION BY-LAWS

## ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Alberta Field Hockey Association, a Society incorporated under the *Societies Act*, and carries on business as:

Field Hockey Alberta

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Alberta *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *External Accountant* – an individual appointed by the Members at the Annual General Meeting to review or audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society.
- d) *Days* – days including weekdays, weekends and holidays.
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- f) *Member* – those entities that are Members of the Society; different types of Member may or may not be entitled to votes.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- h) *Registrant* – an individual person of any age who registers, or an organisation that registers, with the Society.
- i) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
- j) *Society* – the Alberta Field Hockey Association.
- k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- l) *Special Resolution* –
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
  - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.3 Registered Office – The registered office of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the Act.

1.4 Seal of the Society – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Vice President.

1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority, by Ordinary Resolution, to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The Society has the following categories of Members:

- a) Club Member – Club Members are not-for-profit organizations in good standing with the Society, or a registered member in good standing of a registered Association Member, that have at least five (5) Registrants registered with the Society. All Club Members need to be approved by the Board;
- b) Association Member – an Association that is registered with the Alberta government, and has at least two (2) Clubs as members of their Association.

2.2 Registration – Each category of Member must register with the Society and agree to abide by the Society’s By-laws, policies, procedures, rules and regulations. Members additionally must:

- a) Submit the minutes of their Annual General Meetings;
- b) Submit their By-laws and annual financial statements; and
- c) Inform the Society of any change in their Directors or Officers within thirty (30) days of the change(s) occurring.

### **Admission of Members**

2.3 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid fees as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Society’s governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Fees and Duration**

2.4 Year – Unless otherwise determined by the Board, the membership year of the Society will be September 1<sup>st</sup> to August 31<sup>st</sup>.

2.5 Duration – Unless otherwise determined by the Board, membership with the Society begins on the date the Board accepts the member’s registration and continues while the member remains in good standing. Membership ends when the member resigns or is terminated from membership.

2.6 Fees – Membership fees will be determined by the Board. Honorary Registrants will not be required to pay fees.

2.7 Deadline – Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid in full (including late fees) within thirty (30) days of the notice of default, the Member in default will automatically cease to be a Member of the Society.

### **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Society is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Termination – Membership in the Society will terminate immediately upon:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- b) Resignation by the Member by giving written notice to the Society;
- c) Dissolution of the Society;
- d) The Member’s dissolution; or
- e) By Special Resolution of the Board at a duly called meeting, provided seven (7) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.12 Arrears – A Member will be expelled from the Society for failing to pay membership fees or monies owed to the Society by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.13 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members.

### **Good Standing**

2.14 Definition – A Member will be in good standing provided that the Member complies with all of the following:

- 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 Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, 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 any and all required membership fees.

2.15 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Society’s activities; and
- c) To participate in other events associated with the Society.

2.16 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to attend nor vote at meetings of the Members, nor 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.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual General Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within 180 days of the Society’s fiscal year end.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, by Ordinary Resolution of the Board, or by thirty-three percent (33%) of the voting Members, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within fourteen (14) days from the date of the deposit of the requisition. The agenda of a Special Meeting will be limited to the subject matter for which the meeting was called.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the External Accountant at least twenty-one (21) days prior to the date of the meeting.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business, including proposed amendments to the By-laws, will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board twenty-one (21) days prior to the meeting of the Members in accordance with procedures as approved by the Board.

3.8 Quorum – Fifty percent (50%) of the total votes held by all Members constitutes a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Declaration of any conflicts of Interest
- d) Approval of the agenda

- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation of reports
- g) Report of External Accountants and/or presentation of financial statements
- h) Appointment of External Accountants
- i) Business as specified in the meeting notice
- j) Election of Directors
- k) Adjournment

3.10 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Delegates representing Members, the External Accountants of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

#### **Voting at Meetings of Members**

3.13 Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) Club Members have the following votes:
  - i. Each Club has one (1) vote regardless of number of registrants;
  - ii. Each Club receives a further vote for every ten (10) registrants, regardless of age or membership category (e.g. a club with 24 registered members would get 2 extra votes);

3.14 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Society, a minimum of forty-eight (48) hours prior to the meeting of Members, the name of the Delegate to represent the Club Member. Delegates must be at least eighteen years of age, be of sound mind, and be acting as the Member’s representative. A Delegate carries all of the Member’s votes (when applicable) and must cast the votes as a block. A Director of the Society may not act as a Delegate.

3.15 Voting Powers – Each voting Member or Delegate must vote or abstain on every issue.

3.16 Proxy Voting – Proxy voting is not permitted.

3.17 Absentee Voting – Absentee voting is not permitted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by ten percent (10%) of the Club Members’ Delegates present.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. The Chair only votes in the event of a tie.

#### **ARTICLE IV GOVERNANCE**

## **Composition of the Board**

- 4.1 Directors – The Board will consist of a minimum of eight (8) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- a) President
  - b) Vice President
  - c) Treasurer
  - d) Directors-at-Large (at least as many as required to fulfil 4.1 above, but no more than six (6))
  - e) Association Directors Past President

## **Duties of the Directors**

- 4.3 Duties of Directors – Each Director will have the following general duties, which may be added to or changed at any time by Ordinary Resolution of the Board:
- a) President
    - i. Be the Chief Executive Officer of the Society
    - ii. Direct the daily activities of the Society on behalf of the Board
    - iii. Chair all meetings of the Society and of the Board
    - iv. Be the official spokesperson for the Society (the President may delegate this authority at their discretion)
    - v. Be an *ex-officio* member of all committees
    - vi. Ensure that employee appraisals are conducted at least annually
    - vii. Be the voting delegate for Alberta at Field Hockey Canada’s meetings of the Members and liaise with other provincial/territorial hockey associations (the President may delegate this authority at their discretion)
    - viii. Perform any additional duties as described in the “Description of Board Members” Document
  - b) Vice President
    - i. Be the Chief Operations Officer of the Society and supervise senior staff members
    - ii. In consultation with the President, create an agenda for each meeting of the Society and of the Board
    - iii. Arrange for the recording of minutes at all meetings of the Society and of the Board
    - iv. Ensure that an accurate file of all minutes, correspondence, and reports pertaining to the business of the Society is maintained
    - v. Ensure the maintenance of membership lists
    - vi. Ensure the regular production and distribution of a newsletter to all Members
    - vii. Ensure the timely filing of all required documents prescribed by the Act and by regulatory agencies
    - viii. Perform any additional duties as described in the “Description of Board Members” Document
  - c) Treasurer
    - i. Be the Chief Financial Officer of the Society and exercise general supervision and control over the financial operations of the Society
    - ii. Be responsible for the maintenance of all required books of account and financial records in cooperation with hired staff
    - iii. Ensure that financial statements are prepared at the end of the fiscal year for review or audit
    - iv. Present financial statements at all meetings of the Board
    - v. Ensure that all revenue is deposited with a financial institution approved by the Board
    - vi. Oversee the preparation of an annual budget for the Society and present it to the Board for approval

- vii. Liaise with staff as required
  - viii. Perform any additional duties as described in the “Description of Board Members” Document
- d) Directors-at-Large
- i. Assist in the general running of the Society as deemed appropriate by the Board
  - ii. Liaise with staff, Committee Members, other personnel, and volunteers as required.
  - iii. Participate in governance of the Society by attending meetings of the Board and meetings of the Members
  - iv. Serve on a minimum of one (1) Committee at any given time (FHA Description of Committees Document),
  - v. Be responsible within the Board for implementing the Strategic Plan of the Society and objectives set at the Annual General Meeting as it applies to their portfolio.
  - vi. Perform any additional duties as described in the “Description of Board Members Document”
- e) Association Directors
- i. Report to the Board the level of development and activity of hockey and indoor hockey in their respective regions
  - ii. Serve on the Committees relevant to Regional Development
  - iii. Facilitate the promotion and delivery of development programs throughout their respective regions
  - iv. Facilitate the expansion of Club Hockey and opportunities for all age groups and gender identities to play
  - v. Liaise with Committees, staff and other regional development personnel and volunteers
  - vi. Assist in the general running of the Society as deemed appropriate by the Board.
- f) Past President
- i. The President automatically assumes this position when their term ends
  - ii. Largely to maintain continuity
  - iii. Their responsibilities will be determined by the Board.

### **Eligibility of Directors**

4.4 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Not be an employee of the Society;
- d) Have not been declared incapable by a court in Canada nor in another country; and
- e) Not have the status of bankrupt.

4.5 President Eligibility – To be eligible for nomination for the President position, the nominee must have served for at least two (2) years on the Board prior to their nomination.

4.6 Vice President and Treasurer Eligibility – To be eligible for nomination for the Vice President or Treasurer position, the nominee must have served for at least one (1) year on the Board prior to their nomination.

## **Appointment of Association Directors**

4.7 Association Directors – Each Association Member is permitted to appoint one (1) Director who serves as a Director of the Society. The appointment of each Association Director is for an indefinite term unless rescinded by the Association Member or if the Association Director is terminated from their position pursuant to these By-laws.

## **Election of Directors**

4.8 Nominations Committee – The Board will appoint an individual to chair the Nominations Committee as described in the FHA Description of Committees document. The Nominations Committee will be responsible to solicit and receive nominations and will screen nominees for eligibility to serve as a Director.

4.9 Nominations – Any eligible individual may submit their name for election as a Director to Nominations Committee (if appointed) in accordance with the timelines set by the Nominations Committee.

4.10 Nomination – Any nomination of an individual for election as a Director will include the written consent of the nominee by signed or electronic signature.

4.11 Nominations from the Floor – Nominations will not be accepted from the floor of an Annual General Meeting.

4.12 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

4.13 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.14 Election – Directors will be elected at each Annual Meeting as follows:

- a) The Vice President and three (3) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) The Treasurer and three (3) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

4.15 Terms – Directors will serve terms of the following lengths and they will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office:

- a) President, Vice President, Treasurer and Directors – two (2) years
- b) Association Directors – indefinitely

No individual may serve more than three (3) consecutive terms on the Board in the same position.

4.16 President – Presidential terms are two (2) years. After this term, the Vice President automatically becomes the President. If the Vice President position is vacant after the President has served a two-year term, an election will be held for the President position.

4.17 Elections – Elections for positions of Vice President and Treasurer will be decided in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees



until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

4.18 Director Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution

### **Resignation and Removal of Directors**

4.19 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.20 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Alberta law;
- c) The Director is found by a court to be of unsound mind;
- d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) The Director dies.

4.21 Removal – A Director may be removed by Special Resolution of the Members at a meeting of the Members, or by Special Resolution of the Board at a meeting of the Board, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

4.22 Vacancy of Association Director – Where the position of an Association Director becomes vacant for whatever reason, the applicable Association Member may appoint a qualified individual to fill the vacancy.

4.23 Vacancy – Where the position of a Director (other than an Association Director) becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint, by Ordinary Resolution, a qualified individual to fill the vacancy for the remainder of the unexpired term.

### **Meetings of the Board**

4.24 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written request of at least two (2) Directors.

4.25 Chair – The President will be the Chair of all meetings of the Board unless delegated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.26 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of

Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.27 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.28 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.29 Quorum – At any meeting of the Board, quorum will be a majority of voting Directors holding office, greater than 50%.

4.30 Voting – Each Director is entitled to one vote, including the Chair. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise described in these By-laws. In the event of a tie, the issue is defeated.

4.31 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.32 Written Resolutions – A resolution in writing signed (including electronic signatures via email) by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.33 Closed Meetings – Meetings of the Board will be closed to Members, Registrants and the public, except by invitation of the Board.

4.34 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

4.35 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

4.36 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.37 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, Registrants and Affiliates and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the discipline, conduct and activities of individuals registered or affiliated with Members, Registrants and Affiliates, such as athletes, coaches, volunteers, and officials;
- d) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

- e) Employ, delegate to staff or committees of the Society the power to manage or amend the rules and regulations and the policies and procedures of the Society as it deems necessary to carry out the work of the Society;
- f) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- g) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- h) Perform any other duties from time to time as may be in the best interests of the Society.

## **ARTICLE V                      OFFICERS**

5.1     Composition – The Officers will be comprised of the President, Vice President, Treasurer and one other elected Director of the Society (who is discretionarily appointed by Ordinary Resolution of the Board for a one (1) year term as an Officer at the first meeting of the Board following the Annual General Meeting).

5.2     Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

## **ARTICLE VI                     REGISTRANTS**

6.1     Registrants – The Society has several categories of Registrants, who are not Members, but who must register with the Society and pay any fees as determined by the Board prior to any participation. All individuals must also register with Field Hockey Canada and pay any applicable fees.

The Board will determine and define the categories of Registrant by Ordinary Resolution each year, together with any applicable fee. The categories will include, without limitation, individuals such as Senior Players, Junior Players, Officials, Coaches and volunteers. Other potential categories could include honorary, affiliate and associate.

### **Term**

6.2     Year – Unless otherwise determined by the Board, the registration term of Registrants will be from the date of registration until the end of that registration year. Every Registrant, regardless of category, must register each year.

### **Fees**

6.3     Fees – Registrant fees will be determined annually by the Board.

6.4     Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Society.

### **Discipline**

6.5     Discipline – A Registrant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Registrants.

6.6     May Not Resign – A Registrant may not resign from the Society if the Registrant is subject to disciplinary investigation or action.

### **Status**

6.7     Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;

- b) The Registrant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Registrant fails to pay fees owed to the Society by the deadline dates prescribed in Section 6.4;
- d) The Registrant fails to comply with Society's registration policies or applicable policies;
- e) The Registrant's term of registration expires; or
- f) The Society is liquidated.

### **Good Standing**

6.8 Definition – A Registrant with the Society will be in good standing provided that the Registrant:

- a) Has not ceased to be a Registrant;
- b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, 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 fees to the Society.

6.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

### **ARTICLE VII COMMITTEES**

7.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions. Refer to FHA Description of Committees Document.

7.2 Standing Committees – The Board's standing committees will have the following compositions (which may be modified by the Board at any time by Ordinary Resolution):

- a) Nominations – the Officers of the Society, the Society's senior staff member
- b) Operations - President, Vice President, Treasurer, the Society's senior staff member

7.3 Other Committees – The Society will operate these, and possibly other, committees to assist in the running of its business. Each committee will comprise one (1) Director, and at least two (2) other individuals, who may be Directors or Registrants

- a) High Performance
- b) Coaching
- c) Officiating
- d) Tournaments

7.4 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

7.5 Removal – The Board may remove any member of any Committee by Ordinary Resolution.

7.6 Debts – No Committee will have the authority to incur debts in the name of the Society.

### **ARTICLE VIII FINANCE AND MANAGEMENT**

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be April 1<sup>st</sup> to March 31<sup>st</sup>

8.2 Bank – The banking business of the Society will be conducted at such financial institutions as the Board may determine.

8.3 External Accountants – At each Annual General Meeting, the Members will appoint an External Accountant to audit or review the books, accounts and records of the Society in accordance with the Act. The External Accountant will submit a complete statement of the books to the Members for the previous year. The External Accountant will hold office until the next Annual General Meeting. At each Annual General Meeting, the members will decide if an audit or review will be undertaken for the next year.

8.4 Books and Records – The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept at the registered office of the Society. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

8.5 Signing Authority – The Officers and any appointed staff will have signing authority for the Society. The signatures of any two (2) of these individuals shall be required on any financial instrument of the Society.

8.6 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine

8.7 Trust Funds – The Society 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.

8.8 Borrowing – The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Upon confirmation of the Members by Special Resolution, issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.

8.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

### **Remuneration**

8.10 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board and/or a small honorarium not to exceed \$500 for Directors and \$1000 for Officers, not to exceed \$1000 per year. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws and the Society's policies for conflict of interest

### **Conflict of Interest**

8.11 Conflict of Interest – Conflict of interest will be managed in accordance with Society’s conflict of interest policies.

#### **ARTICLE IX AMENDMENT OF BY-LAWS**

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

9.2 Effective Date – By-laws amendments are effective from the date they are registered with the Registrar.

#### **ARTICLE X NOTICE**

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **ARTICLE XI DISSOLUTION**

11.1 Dissolution – The Society may be dissolved in accordance with the Act.

11.2 Assets – In the event of dissolution or winding up of the Society, all its remaining assets, after payment of its liabilities, shall be distributed to Field Hockey Canada or one or more qualified donees as defined under the provisions of the Income Tax Act.

#### **ARTICLE XII INDEMNIFICATION**

12.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.

12.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

#### **ARTICLE XIII ADOPTION OF THESE BY-LAWS**

13.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and held on September 27, 2023.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.