



BYLAWS OF FIELD HOCKEY CANADA

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1.0 NAME

The name of the corporation shall be "Field Hockey Canada" (hereinafter referred to as "the Corporation").

2.0 OBJECTS

The objects of the Corporation shall be:

- a) to foster, encourage and develop the game of hockey (both field hockey and indoor hockey) in Canada;
- b) to provide and service hockey programs in Canada;
- c) to make hockey a readily accessible competitive or recreational option for all, providing the widest possible opportunities of participation for all persons regardless of sex, age, race or religion;
- d) to affiliate with the International Hockey Federation ("FIH"), the Pan American Hockey Federation ("PAHF") and any other international hockey body;
- e) to take all appropriate action necessary for the promotion of the interests of the game.

3.0 JURISDICTION

The Corporation shall have jurisdiction over hockey matters of domestic, national and international nature.

4.0 HEAD OFFICE

The Head Office of the Corporation shall be situated within the Regional Municipality of Ottawa-Carleton in the Province of Ontario.

5.0 DISTRIBUTION OF ASSETS

It is specially provided that 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.

6.0 MEMBERSHIP CATEGORIES

6.1 The Corporation shall have both Voting and Non-Voting Membership Categories. The voting privileges of Membership Categories shall be as outlined in Section 8.0.

6.2 Voting Membership Categories



6.2.1 Provincial Association Member (PAM)

Provincial Association Members shall be those Associations which:

- are responsible for women's hockey, men's hockey, or both;
- are recognized by the Corporation; and
- have paid the annual Provincial Association Member registration fee.

The Corporation shall recognize:

- a) one (1) Provincial Association Member fully representing both genders, entitled to send one (1) representatives to General or Special Meetings.

6.2.2 Senior Playing Member

Senior Playing members shall be those members who:

- belong to a recognized Provincial Association Member; and
- who have paid the annual registration fee.

Where no Provincial Association Member (PAM) exists, a Member Team may be admitted to membership upon application to and approval by the Board of Directors of the Corporation.

6.2.3 Junior Playing Member

Junior Playing members shall be those members who

- are Under 18 years of age as of 1 January of the current membership year;
- belong to a recognized Provincial Association Member; and
- who have paid the annual registration fee.

6.2.4 Coach and Official (Umpires and Technical)

Coaches and Official members shall be those members who

- belong to a recognized Provincial Association Member;
- are fully certified Level 3/Regional and above respectively; and
- who have paid the annual registration fee.

6.2.6 Associate Member

Associate Members shall be those persons who:

- belong to a recognized Provincial Association Member; and
- have paid the annual Associate Member fee.

6.2.7 National Team Player Representatives - 1 male and 1 female



- 6.2.8 No individual shall be entitled to register in more than one Voting Membership category, except for National Team Player Representatives - 1 male and 1 female.

6.3 Non-Voting Membership Categories

6.3.1 Club/School Coach and Umpire

Coaches and Umpire members shall be those members who

- belong to a recognized Provincial Association Member;
- are fully certified below Level 3/Regional respectively; and
- who have paid the annual registration fee.

6.3.2 Honorary Life Member

Honorary Life Members shall be persons who have made a notable contribution to hockey in Canada, who are recommended by a unanimous vote of the Board, and elected by a two-thirds (2/3) majority of the Voting Membership represented at an Annual or Special General Meeting of the Corporation. Honorary Life Members shall be members for life and shall not be required to pay membership fees.

7.0 WITHDRAWAL, SUSPENSION AND TERMINATION OF MEMBERSHIP

- 7.1 A member may resign from the Corporation by giving written notice to the Corporation. Notwithstanding resignation, a former member remains liable for any membership dues or other monies due or owing prior to the resignation.
- 7.2 A member may not resign from the Corporation when the member is subject to a disciplinary investigation or action of the Corporation.
- 7.3 A member who fails to pay membership dues by the prescribed deadline shall have the benefits of membership withdrawn until such time as membership dues are paid.
- 7.4 In addition to withdrawal of membership benefits for failure to pay membership dues, members may have other membership suspensions, restrictions or sanctions imposed upon them, in accordance with the Corporation's policies relating to the discipline and conduct of members.



8.0 VOTING AT GENERAL AND SPECIAL GENERAL MEETINGS

- 8.1 Any Member of the Corporation shall have the right to attend and to be heard at General and Special General Meetings of the Corporation. This includes the right to make motions.
- 8.2 Voting privileges at General and Special General Meetings of the Corporation shall be as follows:
- Forty-five (45) votes
Provincial Association Member (PAM)
- One (1) vote each for
-Senior and Junior playing members
-Associate members
-National Team Player Representatives
- 8.3 The Senior and Junior playing category voting members, and Associate members, other than in an election, shall be cast by the Provincial Association Member representative unless the voting Member is present.
- 8.4 At General and Special General Meetings, the number of votes held by the Voting Members shall be based on the number of Voting Members who were registered on the last day of the preceding membership year.
- 8.5 Unless otherwise required in the By-Laws, or by law, every question at General and Special General Meetings shall be determined by a majority of the votes cast AND shall be supported by a minimum of three (3) Provincial Association Member representatives.
- 8.7 By request of the Board or by written notice representing at least fifteen percent (15%) of the registered Voting Membership votes, a mail vote of the Voting Membership shall be conducted. In such cases, a minimum of thirty (30) days shall be given between the mailing of information and ballots and the return of such ballots to the National Office of the Corporation.

9.0 THE BOARD

- 9.1 The Board shall be made up of eleven (11) Directors, who shall hold office in their personal capacity, and not in any representative capacity, and shall be made as follows:
- a) A President, elected by the members;
 - b) two (2) Athlete Directors, one of each gender, elected by athlete members;
 - c) four (4) Directors, elected by the members; and



d) four (4) Directors, appointed by the elected Directors on the basis of their expertise.

At all times, the Board shall have a minimum gender representation of thirty (30) percent.

- 9.2 All Directors shall serve terms of three years, except as provided for in Section 9.11(e) when a Director is elected or appointed to fill a vacancy. No Director shall serve more than two consecutive terms in the same position.
- 9.3 Except as otherwise provided in the Act, Letters Patent 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 Work Units and Board Committees, and ensure that these entities fulfill responsibilities as delegated;
 - d) Ensure that key governing documents, including the Letters Patent, Bylaws, terms of reference and job descriptions, are current and sound;
 - e) Develop and maintain relationships between and among the Board, Work Units, Board Committees, staff and provincial associations 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.
- 9.4 The Board shall meet once per month either by telephone conference call or in person.
- 9.5 Board Meetings may be called by the President or by the senior staff person of the Corporation if a majority of Directors in office requests a meeting.
- 9.6 A quorum for a Board meeting shall be a majority of Directors in office.
- 9.7 Meetings of the Board shall be chaired by the President. If the President is absent, the Board shall appoint from its members a Director to chair the meeting.
- 9.8 Questions at Board meetings shall be determined by a majority vote, where the President carries a vote and a tie vote fails.



- 9.9 Meetings of the Board are for Directors and staff only. Others may attend meetings at the invitation of the Board.
- 9.10 No Director shall abstain from voting unless he or she has declared a conflict of interest.
- 9.11 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 accepted by the Board.
 - b) The office of any Director shall be vacated automatically:
 - i. If the Director is found by a court to be of unsound mind;
 - ii. If the Director becomes bankrupt or financially insolvent;
 - iii. If the Director is found guilty of an offence under the Criminal Code of Canada;
 - iv. If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board; or
 - v. Upon the Director's death.
 - c) A Director may be removed by a resolution of the Board, provided the Director has been given notice of 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 a two-thirds resolution of voting members, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting of members where such a resolution is put to a vote.
 - e) Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting, in the case of an elected Director, or for the remainder of the term of office, in the case of an appointed Director. Directors appointed or elected to fill vacant positions may serve terms of less than three years.

10.0 OFFICERS

10.1 The Officers of the Corporation are the President, Treasurer and Secretary, where the Treasurer and Secretary are elected by the Board from among its members at the first Directors' meeting following the Annual General Meeting. The Treasurer and Secretary shall serve terms of one year and may serve consecutive terms.

10.2 The duties of Officers are as follows:



- a) The President 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 President 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 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.
- c) 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.

11.0 WORK UNITS

11.1 The Corporation shall be organized into the following Work Units:

- a) The Development Work Unit shall have responsibility to supervise and coordinate the Corporation's programs, services and activities relating to developing the sport of field hockey in Canada, within the policy framework and terms of reference established by the Board.
- b) The Human Resources and Volunteers Work Unit shall have responsibility to supervise and coordinate the Corporation's programs, services and activities relating to human resources and volunteer management, within the policy framework and terms of reference established by the Board.
- c) The Business Management Work Unit shall have responsibility to supervise and coordinate the Corporation's programs, services and activities relating to finances, partnerships, communications, technology and business practices, within the policy framework and terms of reference established by the Board.



- 11.2 The activities of each Work Unit shall be managed by a team comprised of a Chair, a Board Director, members of the team and a staff person, who shall be a non-voting member of the Work Unit. Work Units may establish committees to assist them in carrying out their work.
- 11.3 The Board, in consultation with the Work Units, shall establish the terms of reference and operating procedures for each Work Unit, including provisions for the size, composition and appointment of the Chair, Director and members of each Work Unit team.
- 11.4 There shall be a minimum gender representation of thirty (30) percent on Work Unit teams. Committees established by the Work Unit need not have a minimum gender representation.

12.0 BOARD COMMITTEES

- 12.1 The Board may appoint such Board Committees as it deems necessary for assisting the Board in carrying out its work. Members of Board Committees shall be individuals who are voting members of the Corporation.
- 12.2 The Board shall establish the terms of reference, composition and operating procedures for all Board Committees, and may delegate any of its powers, duties or functions to any Board Committee.
- 12.3 Committees established by the Board need not have a minimum gender representation.
- 12.4 When a vacancy occurs on any Board Committee, the Board may appoint a qualified individual to fulfill the vacancy for the remainder of the Board Committee's term.
- 12.5 The Board may, by resolution, remove any Chair or any member of any Board Committee.

13.0 GENERAL AND SPECIAL GENERAL MEETINGS

- 13.1 The Annual General Meeting of Members shall be held in Canada each year within four (4) months of the end of the fiscal year and at such date, place and time as may be determined by the Board.
- 13.2 Special General Meetings of Members may be called by written request representing one-third (1/3) of the registered Voting Member votes.



- 13.3 Thirty (30) days written notice of each General or Special General Meeting shall be given to all members by the Secretary of the Corporation. The notice shall include the items of business to be conducted and sufficient information to form a reasoned judgment. No other item of business may be presented for a vote without due notice. However, such items may be discussed and, except where the Act requires a meeting, subsequently voted upon by mail.
- 13.4 Accidental omission to give notice to, or the non-receipt of the notice of a meeting by any voting member shall not invalidate the proceedings at any meeting.
- 13.5 A quorum for the transaction of business at General and Special General Meetings of the Association shall comprise one-third (1/3) of the registered Voting Member votes.
- 13.6 At the Annual General Meeting, the business of the meeting shall include reports from the Board, reports from Work Units, the report of the auditor, the election of Directors to fill positions that fall vacant at that time and the setting of membership fees for the next fiscal year.

14.0 ELECTIONS AND APPOINTMENTS

- 14.1 In this section, the requirements for gender representation set out in Sections 9.1, 11.4 and 12.3 shall be met at all times.
- 14.2 Any individual who is a member of the Corporation, who has the power under law to contract, who is not an employee of the Corporation and who is a resident of Canada may be elected or appointed as a Director.
- 14.3 In January of each year the Human Resources and Volunteers Work Unit shall circulate a formal call for nominations for those Board positions which are subject to election that year.
- 14.4 The Human Resources and Volunteers Work Unit shall propose a slate of nominations for the Board which shall be distributed to the Voting Membership together with a ballot for election and the notice of the Annual General Meeting.
- 14.5 No nominations shall be accepted at an Annual General Meeting.
- 14.6 Where more than one nomination is proposed for a Board position, an election shall be held by secret ballot at the Annual General Meeting.
- 14.7 Ballots for elections may be completed and signed by the Voting Members and forwarded to the Secretary. If not so registered, these votes are automatically carried by the provincial representative.

**15.0 FISCAL YEAR**

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

16.0 ACCOUNTS AND AUDIT

16.1 The books of account shall be audited annually by an auditor appointed at the preceding Annual General Meeting. The reports of the auditor shall be submitted by the Treasurer to the Annual General Meeting following the end of the fiscal year.

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

16.3 The auditor need not be a professional accountant but shall not be an Officer or employee of the Corporation or of an affiliated corporation, or associated with any Officer or employee unless one hundred percent (100%) of the members have consented.

16.4 The signing authority of the Corporation shall be vested in the Officers, and the Corporation's staff members as authorized by the Board.

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

17.0 BORROWING POWERS

17.1 The Directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation in such amounts and upon such terms as the Directors may determine;
- b) limit or increase the amount of money to be borrowed;
- c) issue, reissue, sell or pledge debt obligations of the Corporation upon such terms as the Directors may deem expedient and determine;
- d) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- e) mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired to secure any



- debt obligation of the Corporation and/or any money borrowed by and/or any liability of the Corporation.
- 17.2 The Directors may from time to time authorize by resolution such one or more Directors, Officers and employees of the Corporation and other persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any moneys borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- 17.3 The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Directors, Officers and employees of the Corporation and other persons, whether connected with the Corporation or not, as the Board may designate, direct or authorize from time to time by resolution to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders for the payment of money; the giving of receipts and the orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.
- 17.4 The powers hereby conferred shall be deemed to be in supplement to, and not in substitution for, any powers to borrow money for the purpose of the Corporation possessed by its Directors or Officers independently of a borrowing bylaw.
- 17.5 This Bylaw shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof until such party shall have received written or recorded notice that this Bylaw has been repealed or amended in accordance with the Act to which it is subject.
- 18.0 REIMBURSEMENT**
- 18.1 Directors, Officers, Work Unit members 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.

- 18.2 Only members of the Corporation are eligible for reimbursement of expenses incurred while traveling to National events sponsored by the Corporation.

19.0 INDEMNIFICATION

- 19.1 Directors, Officers, Work Unit members 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 willful acts, neglects or default.

20.0 TRUST FUNDS

- 20.1 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.
- 20.2 All trust funds previously established by the CFHA and the CWFHA 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.

21.0 CUSTODY AND USE OF THE SEAL

- 21.1 The Seal of the Corporation shall be in the form affixed to this Bylaw and shall be retained by the Secretary and all contracts, documents or instruments in writing requiring the signature of the Corporation shall be approved by the Board and then signed by the person or persons as the Board shall authorize. All such contracts, documents or instruments in writing so signed shall be binding upon the Corporation without further authorization or formality.

22.0 PARLIAMENTARY AUTHORITY

- 22.1 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.



23.0 REPEALING AND AMENDING THE BYLAWS

- 23.1 The Bylaws may be amended or added to by motions at General or Special General meetings which are supported by two-thirds (2/3) of the votes cast.
- 23.2 Thirty (30) days' notice of any proposed Bylaw amendments shall be given to the Voting Membership prior to the motion being presented at a General or Special General Meeting.
- 23.3.1 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.

Incorporated November 16, 1991

Bylaws amended June 3, 2001

Bylaws amended June 14, 2003

Bylaws amended May 28, 2005

Bylaws amended June 24, 2006

Bylaws amended June 2, 2007