



FIELD HOCKEY  
CANADA

## Governance Summary of Documents & Process

### Prepared for the 2014 Annual General Meeting

Attached by PDF under the “**Special Resolution**” headline on the 2014 AGM page are the following documents that will be the subject of a Special Resolution vote at the AGM on July 30:

1. Form of Special Resolution
2. Articles of Continuance (transition)
3. Amended Bylaws

These documents should be the final documents that will require a membership vote as part of the required transition of FHC to the new Canada Not-for-profit Corporations Act.

The Bylaws reflect only minimal and technical changes from the version that was approved by the members at the SGM on July 8, 2014. The definition of "the Act" is amended to refer to the Canada Not-for-profit Corporations Act, a few references to the Articles are made where required, and the effectiveness of further amendments is no longer necessarily dependent on Industry Canada approval, in accordance with the new legislation. No changes to the membership structure, board representation or voting are made.

The Articles of Continuance are required to authorize the transition to the new legislation. The Articles make reference to the new, streamlined membership structure approved on July 8. The "objects" of FHC are also listed. These are taken from the original Letters Patent under which FHC was incorporated in the early 1990's, and which still formally apply.

It isn't advisable to try to amend those now, since doing so would require notice to, and approval from, the former membership classes, and would require a new evaluation by Canada Revenue Agency to maintain FHC's charitable status. Once we are transitioned to the new legislation, we could consider amending the wording of those "objects" if desired.

Finally, the form of Special Resolution is in a standard form to allow for the filing of the documents to cause the transition to take effect. The Special Resolution will require a vote of 2/3 of the members, with at least 3 PSO members in favour. The members eligible to vote on this Special Resolution on July 30 will be those under the various membership categories that existed before the SGM on July 8.

Please contact Jeff, Ian or Gord if you have any questions or concerns about the Special Resolution. We look forward to finalizing the documents required for the legislative transition.



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