

The Constitution & By-Laws of Halton Field Hockey Club

As Adopted

October 16, 2006

Amended
November 14, 2007

Amended
August 20, 2008

Amended
September 8, 2014

Amended
August ●, 2020

Constitution

Incorporated under the *Corporations Act* (Ontario) by Letters Patent of the Province of Ontario bearing the date July 14, 2006.

The name of the corporation is Halton Field Hockey Club (“Club”) as provided for in the Letters Patent.

The aims and objectives of the Club are:

The establishment and operation of a field hockey club for the purposes of

- a. developing and promoting the sport of field hockey and indoor hockey for the community of Halton;
- b. arranging matches and competitions that are appropriate for the ages, skill levels and interests of members;
- c. fostering goodwill and sportsmanship;

and other such complementary purposes not inconsistent with these objects.

The Club shall be operated without the purpose of gain for its members and any profits or gains or other accretions to the Club shall be used in promoting its aims and objectives.

BY-LAWS

Article 1 – Membership

1. Membership shall be open to those who submit a registration form for any individual program, pay the registration fee and agree to be governed by the Constitution and By-laws of the Club, subject to acceptance by the Board of Directors (“Board”). Any member who conducts herself or himself in a manner which is contrary to the stated objectives or policies of the Club or acts in a manner detrimental to the good name of the Club or which disturbs its well-being or otherwise hampers its operation may have her or his membership suspended or terminated by the Board.
2. Membership Categories:
 - a. Senior - Playing category for those who are 18 years of age or over on January 1 of the Membership Year (as defined below).
 - b. Junior - Playing category for those who are between 14 and under 18 years of age on January 1 of the Membership Year.
 - c. Youth - Playing category for boys and girls for those who are ages 6-13 as of January 1 of the Membership Year.
 - d. Associate - Open membership category for non-playing Club supporters who may have coaching, officiating, or administrative responsibilities for the Club, and who have registered as a member of the Club with Field Hockey Ontario.
3. Each membership year (“Membership Year”) shall commence September 1 and end on August 31, or as otherwise determined by the Board and subject to approval of the membership at a General Meeting.
4. The registration fees for each program shall be set by the Board each year in advance of each of the indoor and outdoor seasons
5. Notwithstanding Article 1, section 1, applicants for whom payment of the registration fee would result in financial hardship, may make a request to the Secretary for consideration of alternate registration fee arrangements. Such requests will be considered by the Board on a case by case basis and a decision communicated to the applicant.

Article 2 - Governance

1. The Club shall be governed by a Board, the members of which shall individually and collectively have responsibility and accountability for managing the Club in accordance with its Constitution aims and objectives and for promoting the values of openness, inclusiveness, respect and fair play.
2. The Board shall be comprised of ten (10) Directors, each of whom shall be elected or appointed. Fifty percent (50%) of the members of the Board shall constitute a quorum for conducting the business of the Club at any meeting of the Board.

3. Each Director shall be a member of the Club in good standing, be at least eighteen (18) years of age, not be a paid employee of the Club, not be a mentally incompetent person as determined by a court of law in Canada, and not be an undischarged bankrupt. If a Director becomes bankrupt, s/he shall automatically cease to be a Director.

4. The Directors of the Club shall include:

- a. President
- b. Secretary
- c. Treasurer
- d. Director – Competitive Programs
- e. Director – Senior Programs
- f. Director - Junior Programs
- g. Director – Youth Programs
- h. Three (3) Directors-at-Large

5. Directors shall be elected for a two (2) year term with the terms of the President, Secretary, Director – Senior Programs and Director(s)-at-Large elected in alternate years to the Director – Competitive Programs, Treasurer, Director – Junior Programs, and Director – Youth Programs. If there is more than one (1) Director-at-Large, their term shall be in keeping with election of half of the Directors each year. Election of Directors shall be by majority ballot at the Annual General Meeting (AGM) of Club members. A Director's term begins immediately after election and lasts until the AGM two (2) years hence, or until a replacement is elected or appointed. No Director may serve in the same position for more than three (3) consecutive two (2) year terms, and an interval of two (2) years must pass before the person is eligible to serve in that position again, unless no qualified individual comes forward to serve in that position, in which case the incumbent may serve in the same position for an additional two (2) year term.

6. The President, the Secretary, and the Treasurer shall be officers of the Club for the purposes of the *Corporations Act* (Ontario).

7. Any vacancy occurring on the Board during a Director's term of office shall be filled, at the discretion of the Board, by appointment by the Board provided that a quorum of the Board remains in office. In the event there is not a quorum, the remaining members of the Board, or failing them, any member of the Club, shall call a Special Meeting of the membership of the Club for the purpose of electing Directors.

8. A Director shall vacate office:

- a. if she/he resigns by delivering a written resignation to the Secretary of the Club;
- b. if at any AGM of the Club a resolution is passed by three-quarters (3/4) of the members present that s/he be removed from office;
- c. if she/he dies; or
- d. If s/he ceases to have the qualifications set out in section 3 for holding the position of Director.

9. Meetings of the Board shall be held at least four (4) times per year to conduct the business of the Club. At least one (1) of these meetings shall be held within two (2) months of the completion of the outdoor playing season as a planning session for the following Membership Year. Meetings may be held at such time and place as determined by the Board, and may be conducted by telephone or internet-based conferencing, provided that at least two (2) meetings are held in person each year.

10. Minutes of all meetings shall be circulated to each Director, and shall be approved, with or without amendment, by the Chair and Secretary of the meeting and shall constitute the official record of the Board's proceedings.

11. The Board may appoint from time to time members and/or committees to have responsibility for such activities as it deems necessary or appropriate to ensure the smooth running of the Club. The duration and roles shall be recorded in the minutes. All such appointees will be directly accountable to the Board, and through the Board, to the Club for their performance.

12. Conflicts of Interest – Any Director who has, or believes she or he may have, any direct or indirect personal interest, gain or benefit in any matter under consideration by the Board shall declare such interest to the Board in a timely manner. The Board may request that such Director be absent from any discussion or vote on such matter, with such request being recorded in the minutes.

13. Remuneration – The Directors shall serve without remuneration except that reasonable expenses incurred in the performance of their duties may be paid out of the Club's funds, subject to the financial control policies of the Club.

14. Limitation of liability - No Director or Officer shall be liable for:

- a. the acts, receipts, neglect or default of any other Director, Officer or member of the Club; or
- b. any loss, damage or misfortune whatsoever which occurs in the execution of his/her duties or in relation thereto, unless the same is occasioned by his/her own willful misconduct or gross negligence.

15. Indemnity - To the fullest extent possible allowed by law, every Director or Officer of the Club and his/her heirs, executors and administrators, legal personal representatives, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Club, from and against:

- a. all costs, charges and expenses whatsoever that s/he sustains or incurs in or about any action, suit, or proceeding that is proposed, brought, commenced, or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office; and

- b. all other costs, charges and expenses that s/he or it sustains or incurs in or about or in relation to the affairs thereof.

Article 3 - Administrative and Financial Affairs

1. The Head Office of the Club shall be in such place in the Region of Halton, Province of Ontario as the Board may determine from time to time.
2. The banking business of the Club shall be transacted with such chartered bank(s) and or trust companies(s) as the Board may from time to time determine. All such business shall be conducted in the name of the Club by the Treasurer or such other person(s) as the Board may designate.
3. The Board shall designate up to three (3) Directors to have signing authority for payment of Club funds, and two (2) of these are required to sign all payments. Signing authority may be held by only one (1) person in any family unit at one time.
4. An annual budget with revenue and expense forecasts **for the ensuing indoor and outdoor season** shall be prepared by the Treasurer with input from Board members and presented to the Board for approval prior to March 31 for the next financial year.
5. Financial records of the Club shall be subject to review annually at the completion of the financial year by a qualified auditor, accountant or audit committee elected at the AGM.
6. Unless otherwise determined by the Board, the financial year for the Club shall commence April 1 and end on March 31 of the following year.

Article 4 – Meetings of the Membership

1. An AGM of the membership of the Club shall be held within two (2) months of the conclusion of the outdoor playing season at a time and place as determined by the Board. The purpose of the meeting shall include receiving Board reports, receiving feed-back from the membership on Club programs, and electing the auditors and the Directors that are up for election.
2. Special Meetings of the Club may be called by the Board for the purpose of a specific order of business. In addition, if requested in writing, signed by at least one third (1/3) of the membership, the President shall call a Special Meeting.
3. Notification of the date, place, time and agenda shall be given to members by e-mail and by posting on the Club's web-site, at least two (2) weeks prior to an AGM or a Special Meeting.
4. A minimum of five percent (5%) of the membership, either in person or by proxy, constitutes a quorum for conducting business at any AGM or Special Meeting.

5. All members shall be entitled to a vote at AGMs and Special Meetings of the Club. The parent/guardian who signed the registration form for a member under the age of eighteen (18) shall be entitled to attend and exercise a vote on behalf of that underaged member.
6. In case of a tie in voting, the Chair shall have a second and deciding vote.
7. Voting shall be done by show of hands except for election of officers, which shall be done by ballot.

Article 5 - Review and Amendment of By-Laws

1. The By-Laws may be amended by a vote in favour by two-thirds (2/3) of the membership present in person or by proxy at the AGM .
2. A review committee shall be appointed by the President at least once every five (5) years or more often if necessary, for the purpose of evaluating and updating the By-Laws. Recommendations shall be reviewed and revised if necessary, and approved by the Board, and any proposed amendment(s) shall be distributed to the membership with the notice of AGM and be voted on by the membership for approval at the AGM.

Article 6 - Dissolution of The Club

In the event of dissolution of the Club, remaining assets after the satisfaction of all obligations shall be given to another not-for-profit club or association whose purpose is to promote the playing of field hockey.