

# By-Laws of Field Hockey Nova Scotia

## 1. Name

The name of the Society shall be "Field Hockey Nova Scotia" (herein after referred to as "the Society").

## 2. Objects

The objects of the Corporation shall be:

- a) to foster, encourage and develop the game of field hockey (both outdoor field hockey and indoor field hockey) in Nova Scotia, from the recreational level of participation through to the pursuit of excellence
- b) To develop, promote and administer programs that encourage the development of the sport of field hockey for players, coaches, umpires and volunteers in Nova Scotia;
- c) To make, maintain and enforce rules and regulations for the control and governance of field hockey in Nova Scotia;
- d) To make field 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;
- e) To be the official Nova Scotia representative at meetings of Field Hockey Canada, and to provide a liaison between Field Hockey Canada and the players, coaches, officials and volunteers in Nova Scotia who are involved in the game of field hockey.

## 3. Interpretation

3.1 In these By-Laws unless there is something in the subject or context inconsistent therewith:

- a) "Act" means the Societies Act, R.S.N.S. 1989, c.435, as amended;
- b) "Audit" means Independent Financial Review or Independent Review; "Auditor" shall mean Independent Reviewer;
- c) "Affiliate Member Team" means a Field Hockey Team or group of individuals that participate in the sport in association with an educational institution.
- d) "Board of Directors" means the Directors of the Society elected by the general membership or appointed by the Directors;
- e) "Directors" means the members of the Society elected by the general membership or appointed by the Directors;
- f) "Officers" means the Directors of the Society elected or appointed by the Board of Directors or the general membership to serve as President, Director of Finance and Director of Administration;
- g) "General Meeting" means a meeting of the general membership of the Society and includes the Annual General Meeting and any Special General Meetings;
- h) "Honorary Life Member" means any individual who has made a notable contribution to field hockey in Nova Scotia and is appointed a member for life of the Society in accordance with these By-Laws;
- i) "Memorandum" means the Memorandum of Association for incorporation of the Society incorporated under the Act;
- j) "Registrar" means the Registrar of Joint Stock Companies appointed under the Companies Act, R.S.N.S. 1989, c. 81, as amended, and includes the Deputy Registrar and a person authorized under the Companies Act to perform the duties of the Registrar in his absence;
- k) "Society" means Field Hockey Nova Scotia; and
- l) "Special Resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- m) "Vice-President" means Director of Administration.

3.2 These By-Laws are to be read with all changes of gender or number required of the context.

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## 4. Distribution of Assets

It is specially provided that in the event of dissolution or winding-up of the Society 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.

## 5. Membership Categories and Voting Rights

5.1 The Society shall have both voting and non-voting membership categories.

5.2 Voting Membership Categories

- a) Senior Player.
- b) Junior Player, over 12 years of age and less than 18 years of age as of January 1 in any playing season.
- c) Associate Member.
- d) School or University Member. A School member shall be entitled to nominate a representative to vote on their behalf at all General Meetings of the Society.

5.3 Non-Voting Members

- a) Junior Affiliate Member, less than 12 years of age as of January 1 in any playing season.
- b) Honorary Life Member. Any individual may be deemed an Honorary Life Member by a majority vote of the voting membership represented at a General Meeting of the Society. Honorary Life Members shall not be required to pay membership fees.

5.4 Voting at General Meetings

- a) Any Voting Member of the Society shall have the right to attend and to be heard at General Meetings of the Society. This includes the right to make motions.
- b) Each Voting Member shall be entitled to one vote at all General Meetings of the Society.

5.5 Responsibilities of Membership

- a) Membership for all voting memberships and non-voting memberships, except for Honorary Life Members, is by annual application to the Board of Directors. The Board may choose to decline membership status with stated reasons. Entry in the register of Members by the Director of Administration of the name, address, and telephone number of any individual shall constitute an admission to membership in the Society.
- b) To remain in good standing in the Society, it shall be the duty of each member to pay the membership fee.
- c) Every member shall comply with these Bylaws.
- d) Every member shall comply with the Policies and Procedures of the Society.

5.6 Termination of Membership

A voting or non-voting member, school or associate member shall cease to be a member of the Society

- a) by delivering the resignation from an authorized signatory of a member or school, in writing to the President of the Society, or
- b) if an individual, on his/her death, or
- c) by reason of expulsion as outlined in 5.7 or
- d) upon completion of the membership term.

A member who resigns shall be liable for any outstanding monies or membership fees owed to the Society by such member.

5.7 Expulsion from Membership

- a) A member, including a Director or Officer, shall be suspended from the Society for any period not to exceed twenty-four (24) months by a resolution passed by not less than two-thirds of such Directors present in person or by proxy at a meeting of the Board of Directors. The Board may suspend a member whenever it deems it just, and without restricting generality of the foregoing, where:
  - i. Where a member has not paid his or her annual dues or
  - ii. A member has participated in behavior likely to bring the Society into disrepute or
  - iii. A member has grossly neglected his or her duty.
- b) The person who is the subject of the proposed resolutions for expulsion shall be given an opportunity to be heard at the Directors' meeting before the special resolution is put to a vote.

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- c) The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- d) The special resolution shall include the date, if any, that the individual may re-apply for membership in the Society.

## 6. General Meetings

- 6.1 The Annual General Meeting of the Society shall be held within two months after the end of each fiscal year of the Society at such time and place as the Directors determine.
- 6.2 The Directors may, whenever they think fit, request a Special General Meeting of the Society to be held at such time and place as the Directors determine.
- 6.3 Special General Meetings may be requested by members upon written request representing one-third (1/3) of the registered voting Members. The requisition shall state the objects of the meeting requested, be signed by the members making it and be deposited with a Director.
- 6.4 If the Directors do not proceed to cause meeting to be held within thirty (30) days from the date that the requisition is so deposited, the requisitionists, or a majority of them, may themselves convene a meeting provided that it is held within ninety (90) days after the date of the deposit of the requisition.
- 6.5 At least fourteen (14) days written notice of every General Meeting shall be given, specifying the place, day, and hour of the meeting and, in the case of special business, the general nature of that business.
- 6.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice shall not invalidate proceedings at that meeting.
- 6.7 A notice may be served by the Society upon members
  - a) personally or
  - b) by sending it through the post in a prepaid letter addressed to such member at his or her last known address or
  - c) by email.
- 6.8 Any notice sent by post shall be deemed to be served on the day following that upon which the letter containing it is posted.
- 6.9 When a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day on which such notice expires shall not be counted in such number of days or other period.

## 7. Proceeding at all General Meetings

- 7.1 At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - a) Minutes of the Preceding General Meeting;
  - b) Consideration of the annual report of the Directors;
  - c) Consideration of the financial statements, present a balance sheet, including the report of the auditors;
  - d) Election of Directors for the ensuing year;
  - e) Election of Officers for the ensuing year;
  - f) Setting of membership fees for the ensuing year; and
  - g) Appointment of auditor.
  - h) Other Business
- 7.2 No business shall be transacted at any General Meeting unless the quorum requisite is present, in person or by proxy, at the commencement of the business and such quorum shall consist of ten percent (10%) of the voting members of the Society. If within one half hour from the time appointed for the meeting a quorum is not present, the meeting, if it is convened pursuant to a requisition under clauses 6.2 to 6.4, shall be dissolved; if it was convened in any other way, it shall stand adjourned to the same day, in the next week, at the same time and place. If at such adjourned

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meeting a quorum is not present, those members entitled to vote who are present shall be a quorum and may transact the business for which the meeting was called.

- 7.3 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time to and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 7.4 The President of the Society shall preside as Chairperson at every General Meeting of the Society and if there is no President or if at any meeting the President is not present at the time of the holding same, the Director of Administration shall preside as Chairperson.
- 7.5 If there is no President or Director of Administration or if at any meeting neither the President nor Director of Administration is present at the holding of the same, the members present entitled to vote shall choose someone of their number to be Chairperson.
- 7.6 Voting at General Meetings
- a) Every Voting member present in person or by proxy at a General Meeting shall have one (1) vote on a show of hands or upon a poll.
  - b) Votes may be cast either personally or by proxy, but proxies entitling members of the Society to vote at other than one meeting or any adjournment thereof shall be void.
  - c) The instrument appointing a proxy shall be in writing under the hand of the appointer. No person shall be appointed a proxy who is not a member of the Society and qualified to vote. No one person shall be allowed to carry more than ten (10) votes for any meeting or adjournment thereof.
  - d) Every instrument of proxy shall as nearly as circumstances will admit, be in the form following or in such other form as the directors may from time to time determine:

"I, \_\_\_\_\_, of \_\_\_\_\_, in the County of \_\_\_\_\_, being a member of Field Hockey Nova Scotia hereby appoint \_\_\_\_\_, of \_\_\_\_\_ (or failing him/her \_\_\_\_\_ of \_\_\_\_\_) as my proxy to vote for me on my behalf at the General Meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof."

As Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Witness Name & Signature

- e) At any general Meeting a resolution put to the meeting shall be decided by a show of hands unless a poll is demanded by any member entitled to vote or is required by these By-laws. When a resolution is decided by a show of hands, a declaration by the Chairperson that the resolution has been carried, carried by a particular majority, lost or not carried by a particular majority and an entry to that effect in the Director of Administration's records shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.
- f) When a poll is demanded, it shall be taken in such manner at such time and place as the Chairperson of the meeting directs, and either at once or after an interval of adjournment or otherwise. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. When any dispute occurs over the admission or rejection of a vote, it shall be resolved by the Chairperson and such determination made in good faith shall be final and conclusive.
- g) Unless otherwise stated in these By-Laws, any resolution at a General meeting shall be passed by a majority of the votes cast. When there is an equality of votes, either a show of hands or a poll, the Chairperson shall have a casting vote in addition to the vote that he or she has as a member.
- h) Every Special Resolution must be passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a

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General Meeting. A copy of every Special Resolution passed by the Society shall be filed with the Registrar within fourteen (14) days after the resolution is passed. No special Resolution shall take effect until the Registrar approves it.

## 8. Election of Directors and Officers

- 8.1 The Director of Administration shall send a Call for Nominations to all members at least fourteen (14) days before the Annual General Meeting.
- 8.2 Any member of the Society may nominate any individual, including themselves for the positions of Director or any elected office of the Society or both.
- 8.3 The Nominations Committee shall compile a list of all nominees for any elected position in the Society. Such list of nominees along with a ballot for election shall be sent with the notice of the Annual General Meeting to all members entitled to vote at such meeting.
- 8.4 Any resolution with respect to the election of Directors or Officers of the Society put to the meeting shall be decided by poll.
- 8.5 The Officers shall be elected by the membership entitled to vote at a General Meeting. Individuals who are elected to these offices must be members and Directors of the Society.
- 8.6 If no nominations are received for an elected office, or if such office becomes vacant during the term of the office, the Directors may appoint a member to such office until the expiry of the term of such office.
- 8.7 At all times, the Directors shall have a minimum gender representation of thirty (30) percent.

## 9. Directors and Officers

### 9.1 Board of Directors

- a) Unless otherwise determined by General Meeting, the number of Directors shall not be less than six (6) or more than ten (10). The Society in any General Meeting may, from time to time, increase or reduce the number of Directors and may determine or alter their qualification.
- b) The Directors shall have the power at any time to appoint any other person as a Director so long as the total number of Directors does not at any time exceed the maximum number permitted. No such appointment shall be effective unless two-thirds (2/3) of the Directors concur in it.
- c) The continuing Directors may act notwithstanding any vacancy in their body, but if the number falls below the minimum number required, the Directors shall not, except in emergencies or for the purpose of filling up vacancies, act so long as the number is below the minimum.
- d) Only members of the Society may be a Director of the Society. Directors shall be elected by members at the Annual General Meeting of the Society.
- e) Directors shall receive no remuneration for their services.
- f) At every Annual General Meeting of the Society, all of the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Directors shall be eligible for re-election at such meeting.
- g) If at any Annual General Meeting at which an election of Directors ought to take place, no such election takes place, or if no Annual General Meeting is held in any year or period of years, the retiring Directors shall continue in office until their successors are elected and a General Meeting for that purpose may on notice be held at any time.
- h) The Board may, by resolution passed by not less than two-thirds (2/3) of such Directors entitled to vote as are present in person or by proxy, where proxies are allowed, remove any Director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held office if he or she had not been removed.
- i) The Directors of the Society shall include a President, Administration, Finance and no less than three (3) of the following: Umpiring, Coaching, Development, Men's Programs, Women's Programs, Tournaments, Marketing/Communications.

### 9.2 The Officers

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- a) The Officers of the Society shall include a President, Director of Finance, and one “other” Director. The Officers shall be called the Executive.
  - b) The “other” Director on the Executive is appointed by the Board of Directors. The position may be filled by re-appointment.
- 9.3 Resignation or Removal of Directors
- a) A Director may retire from office upon giving the Society one month’s notice in writing of his or her intention to do so. Such resignation shall take effect upon expiration of such notice or its earlier acceptance.
  - b) In the event that a Director resigns his office or ceases to be a member of the Society, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
  - c) The Board may then appoint a new Director to fill the vacancy to the end of the term for that position, except for the position of President. The Director of Administration automatically fills a vacancy in the Presidency, and the Board then fills the vacant Director of Administration position.
- 9.4 Meetings of the Directors
- a) Meetings of the Directors shall be held as often as the business of the Society may require but shall be held not less than bi-monthly. Such meetings may be called by the President or the majority of the Directors.
  - b) A meeting of Directors may be held at the close of every Annual General Meeting of the Society without notice. At least fourteen (14) days’ clear notice of all other meetings of the Directors, specifying the time and the place thereof, shall be given either orally or in writing to each Director, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Directors.
  - c) No business shall be transacted at any meeting of the Directors unless the quorum requisite is present at the commencement of the business and such quorum shall consist of not less than fifty (50) percent of Directors.
  - d) The President or, in his or her absence, the Director of Administration or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Directors.
  - e) Every Director shall be entitled to one vote on a show of hands or upon a poll at a meeting of the Directors, except for the Chairperson, who shall have a casting vote to be exercised only in the event of a tie.
  - f) Directors may vote in person or by proxy pursuant to the procedures set out in clause 28 to 30 inclusive.
  - g) Unless stated otherwise in these By-laws, any resolution at a meeting of the Directors shall be passed by a majority of the votes of the Directors present in person or by proxy. Such voting may be by show of hands or upon a poll pursuant to the procedures set out in clauses 7.6 a-d.
- 9.5 Powers of the Directors
- a) The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts or things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in a General Meeting.
  - b) The Directors may by resolution appoint, engage, empower, remunerate and remove such agents, officers, employees, trustees, committees, task-forces, advisory boards, regional representatives, patrons, governors, and other such officials as are deemed necessary or expedient for the periods for which they are required.
  - c) Borrowing Powers. The Board may, by Special Resolution, borrow, raise and secure the payment of money in such manner as it thinks fit and issue debentures or mortgage its real property to secure the payment of money borrowed by it provided that any such Special Resolution is filed within the requisite time and approved by the Registrar.
- 9.6 Duties of the Directors
- a) The following duties, in addition to any others set out in these By-Laws, shall be performed, or reasonably delegated, by the following named Directors.

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- b) The President shall be the Chairperson of all General Meetings and of meetings of the Directors. The President shall also:
- i. Have general supervision of the activities of the Society, including its officers, employees, and any business of the Society;
  - ii. Work closely with the employees of the Society to ensure that the objectives of the members are being met;
  - iii. Oversee the preparation and presentation of the Society's submission to the Nova Scotia Government Department and other granting bodies;
  - iv. Be an ex-officio member of all committees of which the President is not an official member;
  - v. Supervise the sending of extra-provincial correspondence or other correspondence in which the opinions of the Society are presented;
  - vi. Act as the Head of Delegation at major tournaments in which the Provincial teams are participating;
  - vii. Take an active role in the planning and organization of the major events of the Society;
  - viii. Report to the members on a regular basis;
  - ix. Provide assistance and guidance to the elected and appointed Directors of the Society and the fulfillment of their responsibilities; and
  - x. Establish special committees when required and appoint the members of such committees.
- c) The Director of Administration shall:
- i. Be responsible for revisions of the By-laws of the Society and the Policy and Procedures Manual;
  - ii. File all Special Resolutions, annual reports and any other notices or documents prescribed by law to be filed with the Registrar;
  - iii. Arrange for recording and custody of the minutes of all general Meetings and distribute such minutes to all members within thirty (30) days of such meeting;
  - iv. Arrange for the recording and custody of the minutes of all meetings of the Directors and arrange for distribution to all Directors within ten (10) days of such meeting;
  - v. Ensure that all notice requirements as set out in these By-Laws are conformed with;
  - vi. Be responsible for the preparation of agendas for all General Meetings and meetings of the Directors;
  - vii. Ensure that an accurate and complete record of all minutes of meetings, all correspondence and reports pertaining to the business of the Society is kept;
  - viii. On request, arrange for and supervise the examination of any accounts and records of the Society by a member at the Registered Office;
  - ix. Furnish to any member, at their request, a copy of the Society's memorandum of Association or By-laws, as amended;
  - x. Have custody of the seal of the Society;
  - xi. Ensure that employee performance appraisals are conducted on a regular basis, in professional manner, with copies filed appropriately; and
  - xii. Liaise with employees of the Society, particularly with respect to administrative matters.
- d) The Director of Finance shall:
- i. Exercise general supervision and control over financial operations of the Society;
  - ii. Ensure that proper books of account are kept of the sums of money received by the Society, keep the matters in respect of which such receipt and expenditure takes place, keep of all records of sales and purchases of goods by the Society, and records of the assets, credits and liabilities of the Society according to generally accepted accounting principals;
  - iii. Ensure that funds are disbursed as approved by the Directors;

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- iv. Ensure that the books and accounts of the Society are closed on the 30<sup>th</sup> day of September each year, and that financial statements are prepared for the auditors;
  - v. Ensure that an annual budget for the Society is prepared which sets out the projected revenues and expenses of the Society. Such budget shall be presented to the Directors. Such presentation shall include an analysis of the accuracy of the preceding year's budget projections;
  - vi. Recommend to the Directors a fee schedule for the next fiscal year and if ratified by the Directors, present it at the next Annual General Meeting;
  - vii. Prepare and present a financial statement at least once a month at meetings of the Directors and an audited financial statement at the Annual General Meeting;
  - viii. Ensure that all members are notified of annual fees;
  - ix. Ensure that all revenue of the Society is deposited with a financial institution approved by the Directors;
  - x. Investigate possible investments and other fund raising sources and report to the Board with respect to such matters;
  - xi. Recommend financial policy to the Board and general membership.
- e) The Director of Umpiring shall:
- i. Present to the Directors for consideration all major policies recommended by the Umpiring Committee;
  - ii. Encourage and facilitate the assessment of umpires and oversee the Ratings Program as a means of training, developing and promoting Nova Scotia umpires;
  - iii. Ensure that up to date lists of all umpires and their ratings are maintained;
  - iv. Oversee the preparation and distribution of new rule interpretations for field hockey;
  - v. Receive and send all correspondence for the Society with respect to all international rules and national umpiring organizations or committees;
  - vi. Oversee the use of monies approved for umpiring by the Directors.
- f) The other Directors will be responsible for their specific portfolio as outlined in the Society's Policies and Procedures, and shall undertake tasks as may be assigned by the Board or Executive from time to time.
- g) In the absence of a President, either temporary (i.e. due to illness, inability to attend Executive meetings, or unwillingness to perform his or her duties) or position vacancy, the Board shall elect one of the existing Directors to perform as Acting President.

### **10. Committees of the Society**

The following Committees and their respective Chairs and members shall exist:

- a) League Committee
  - i. Chairperson: Director of Tournaments or any appointed Director.
  - ii. Members: Director of Finance, and one representative of each team participating in the Leagues
- b) Provincial Team Committee
  - i. Chairperson: Director of Men's Programs or Director of Women's Programs or any appointed Director.
  - ii. Members: Director of Coaching and others appointed by the Chairperson
- c) Umpiring Committee
  - i. Chairperson: Director of Umpiring
  - ii. Members: appointed by the Chairperson
- d) Coaching Committee
  - i. Chairperson: Director of Coaching



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- ii. Members: appointed by the Chairperson
- e) Nominations Committee
  - i. Chairperson: Director of Administration
  - ii. Members: appointed by the Directors
- f) Ad Hoc Committee

The Board of Directors may, from time to time, strike Ad Hoc Committees to undertake specific tasks or pieces of business. The Ad Hoc Committee shall report to the Board through a designated Director

  - i. Chairperson: designated Director
  - ii. Members: appointed by the designated Director

## 11. Fiscal Year

The fiscal year of the Society shall commence on April 1<sup>st</sup> of each year and end on March 31<sup>st</sup> of the following year.

## 12. Independent Audit of Account

- 12.1 The members of the Society shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting.
- 12.2 The Directors may fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.
- 12.3 None of the following persons shall be eligible for appointment as auditors of the company:
  - a) An Officer who has signing authority;
  - b) Partners or employees of a Director or Officer of the Society;
  - c) Unless all of the Members of the Society have voted to appoint such a person as the auditor at a General Meeting.
- 12.4 At least once in every year the accounts of the Society shall be examined and the correctness of the balance sheet and operating account ascertained by the auditors.
- 12.5 The auditors shall have a right of access to all times to the books and accounts and vouchers of the Society, and shall be entitled to require from the Directors and Officers of the Society such information and explanations as they may deem necessary for the performance of their duties as auditors. The auditors shall be entitled to attend any General Meeting of the Society at which any accounts which have been examined or reported on by them are to be laid before the Society and to make any statement or explanation they desire with respect to the accounts.
- 12.6 The Director of Finance shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall then make a written report to the members upon the balance and operating account, and in every such report, shall state whether, in their opinion, the balance sheet referred to in the report is properly drawn so as to exhibit a true and correct view of the state of the Society's affairs according to the best of their information, the explanations given to them, and the books of the Society. Such auditor's report shall be read at the Annual General Meeting.
- 12.7 A copy of the balance sheet, showing the general particulars of the Society's liabilities and assets and a statement of its income and expenditure in the preceding year, audited and signed by the auditor, or, if there is no auditor, by two Directors, shall be filed by the Director of Administration with the Registrar within fourteen (14) days after the Annual General Meeting in each year, as prescribed by law.

## 13. Inspection of Books and Records

- 13.1 Provided that thirty (30) clear days written notice is given, any member may inspect the books and records of the Society at a reasonable time of day at the Registered Office of the Society.
- 13.2 Every, Director, officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Directors out of the funds of the Society to pay at all costs, losses and expenses that any such Director, Officer, or servant may incur or become liable to pay by reason of any content entered into, or act or thing done by him as such Director, Officer or servant or in any way in the discharge of his duties including traveling expenses; and the amount for which such

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indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as against the members over all other claims.

- 13.3 No Director or other Officer of the Society shall, in the absence of any dishonesty on his part, be liable for the acts, receipts, neglect, or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous an act of any person with whom any monies, securities or effects are deposited, or for any loss occasioned by error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of his office or in relation thereto.

## 14. Custody and use of the Seal

- 14.1 The Directors may provide a common Seal for the Society and from time to time may destroy the seal and substitute a new seal in its place
- 14.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only, in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and vice-president.

## 15. By-Laws

The By-laws of the Society may be made, amended, or repealed by a Special Resolution and subject to the approval of the Registrar.

## 16. Signing Officers

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the President, Director of Finance, and one other Director appointed by the Board.

Last Revised: May 2009