

# PAN AMERICAN HOCKEY FEDERATION

# STATUTES

With effect from July 19, 2015



# **STATUTES OF THE PAN AMERICAN HOCKEY FEDERATION**

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## ARTICLE 1 - INTRODUCTION

- 1.1. These *Statutes*, together with *Regulations* issued under them, form the constitution of the Pan American Hockey Federation (or “PAHF”, by its official initials), a Continental, non-governmental, not-for-profit association formed under the laws of Venezuela.
- 1.2. The official seat of the Pan American Hockey Federation is Miami, Florida, USA, or such other address as may from time to time be decided by the *Board of Directors*. These *Statutes* are governed by and shall be interpreted and applied in accordance with the law of the State of Florida and the Statutes of the *FIH*.
- 1.3. The official languages of the Pan American Hockey Federation are English and Spanish. Any communications to the Pan American Hockey Federation must be in an official language.
- 1.4. Words and terms appearing in the *Statutes* in italicised text bear the defined meanings given to them in Article 12 of these *Statutes*.
- 1.5. This version of the *Statutes* was adopted by the *Congress* in Toronto, Ontario, Canada, on July 19, 2015, with immediate effect.

## ARTICLE 2 - COMMITMENT AND PURPOSE

- 2.1. The Pan American Hockey Federation is recognised by the *FIH* as the sole *Continental Federation* and the authority for the governance and regulation of *Hockey* in the Americas. The PAHF works in collaboration with the *FIH*. In carrying out its responsibilities the PAHF shall at all times work in conformity with such directions as may from time to time be given by the Executive Board of the *FIH*. As such, it:
  - (a) recognises the sole ultimate authority of the *FIH* as the governing body for the sport of *Hockey* worldwide;
  - (b) formally undertakes to be bound by and to comply at all times with the *FIH's* Statutes and Regulations, and with the decisions taken by the *FIH* and its constituent bodies (including the *FIH* Congress, the *FIH* Executive Board, and other duly appointed officials and bodies of the *FIH*) pursuant to and in application of the *FIH* Statutes and Regulations.
  - (c) agrees not to become a member of or recognise or otherwise support any organisation with similar objects to the *FIH* unless that organisation is recognised by the *FIH*;
  - (d) agrees not to bring any proposed amendments to these *Statutes* into effect, or to adopt any *Regulations*, or to adopt any fundamental initiative or change in its operations, without the prior approval of the *FIH's* Executive Board;
  - (e) commits itself to the ideals and objects of the Olympic Movement;
  - (f) declares its opposition to discrimination on the grounds of race, gender, politics, religion or creed;
  - (g) declares the independence and autonomy of the *FIH*, the *Continental Federations* and the *National Associations* to govern and regulate the sport of *Hockey*, including exercising the right of democratic elections free of any outside influence;
  - (h) maintains good relations with the *FIH* and with the other *Continental Federations*, and
  - (i) submits to the jurisdiction of the *FIH* Disciplinary Commissioner, the *FIH* Judicial Commission, and the *CAS* to hear and determine disputes and appeals as set out in Article 11 of the *FIH's* Statutes and in Article 10.2 of these *Statutes*, to the exclusion of all other courts, tribunals and arbitration bodies of any *Country* or organisation whatsoever.
- 2.2. By delegated authority from the *FIH*, the Pan American Hockey Federation shall take responsibility for the following:

- (a) administering, encouraging, promoting and developing *Hockey* for both men and women within the Americas, at all levels, pursuant to a strategic plan that is developed and maintained in consultation with the *FIH* and is consistent with the *FIH's* own strategic plan, and in accordance with the scope and extent of the activity and responsibility delegated by the *FIH*;
- (b) governing and regulating *Hockey* at a continental level within the Americas, and recognising the authority of *National Associations* to govern and regulate the sport at a national level, all in accordance with and subject to the *FIH's* ultimate authority over the sport;
- (c) maintaining the ideals and objects of the Olympic Movement;
- (d) preserving the integrity of the sport as it is practised within the Americas, including (without limitation) by implementing within the Americas anti-doping regulations that are compliant with the World Anti-Doping Code and the *FIH's* Anti-Doping Regulations, and anti-corruption regulations that are compliant with the *FIH's* Anti-Corruption Regulations and other appropriate codes of conduct, and ensuring that such regulations and codes are enforced at all *Hockey* events played in the Americas that are sanctioned by the *FIH*, the Pan American Hockey Federation and/or a *Member* (as applicable);
- (e) conducting itself and take such administrative, financial or other actions as are necessary and in conformity with and in furtherance of its objects, for these purposes the PAHF shall establish and maintain an efficient administration to control, regulate and direct its affairs;
- (f) organising such *International Events* as are delegated to Pan American Hockey Federation by the *FIH*, on such terms and conditions as the *FIH* may specify;
- (g) organising and/or sanction *Continental Events* and matches (whether between countries or clubs) within the Americas in accordance with the *FIH's* Statutes and Regulations on Sanctioned and Unsanctioned Events (provided that the proposed dates for such tournaments, events and matches must be approved in advance by the *FIH*);
- (h) establishing and enforcing appropriate disciplinary measures for tournaments, events and matches that it organises;
- (i) preserving the independence of the PAHF in all matters directly or indirectly concerning *Hockey* within the Americas without the intervention of any outside authority;
- (j) exercising jurisdiction over and resolve disputes or disagreements between *Athletes* or other individuals and the PAHF as set out in Article 10.1 of these *Statutes*; and
- (k) exercising such other powers and responsibilities as are delegated to it by the *FIH*.

Authority in respect of the areas of responsibility may be withdrawn by the *FIH* at any time.

### **ARTICLE 3 – MEMBERSHIP AND AUTHORITY**

The Pan American Hockey Federation is an association representing its *Members*, which only shall be the *National Associations* for *Countries* located within the Americas recognized as members by the *FIH*.

The Pan American Hockey Federation is formed by full and provisional *Members*

**3.1.** Without prejudice to the powers of suspension set out in these *Statutes* (see Articles 5.1 (c) and 6.1 (d)), membership of the Pan American Hockey Federation is coterminous with membership of the *FIH*, and therefore:

- (a) a *National Association* that is recognized as a full or provisional member of the *FIH* shall automatically be deemed recognized as a full or provisional *Member* of the Pan American Hockey Federation, respectively;

- (b) a *National Association* that is suspended from membership of the *FIH* shall automatically be deemed suspended from membership of the Pan American Hockey Federation;
  - (c) a *National Association* that withdraws from or is removed from membership of the *FIH* shall automatically be deemed to have withdrawn from or to have been removed from membership of the Pan American Hockey Federation, and
  - (d) a *National Association* that recovers its status as member of the *FIH* shall automatically be deemed recognized as active member of the Pan American Hockey Federation.
- 3.2.** All *Members*, as well as all of the Pan American Hockey Federation's constituent bodies, officers, employees and appointees (including, without limitation, any person holding any PAHF appointment or sitting on any PAHF board or committee), and all persons participating in any way in activities controlled and/or sanctioned by the Pan American Hockey Federation (including, without limitation, any person who is involved in organising and/or participates as an *Athlete*, umpire, tournament official or team official in any *Continental Event*), shall be deemed to have agreed and acknowledged that:
- (a) subject only to the *FIH's* ultimate authority, the Pan American Hockey Federation has sole authority over the governance, regulation, and playing of *Hockey* in the Americas;
  - (b) they shall not become a member of or recognise or otherwise support any organisation with similar objects to the Pan American Hockey Federation unless that organisation is recognised by the Pan American Hockey Federation;
  - (c) they are bound by and must comply with the *Statutes* and *Regulations*, and with the decisions taken by the Pan American Hockey Federation and its constituent bodies (including the *Congress*, the *Board of Directors*, and other duly appointed officials and bodies of the Pan American Hockey Federation) pursuant to and in application and enforcement of the *Statutes* and *Regulations*; and
  - (d) they submit to the jurisdiction of the *Disciplinary Commissioner* and *Appeal Commissioner*, and of the *FIH* Judicial Commission and the *CAS*, to hear and determine disputes and appeals as set out in Article 10 of these *Statutes*, to the exclusion of all other courts, tribunals and arbitration bodies of any *Country* or organisation whatsoever.

The Pan American Hockey Federation may from time to time require any of them to execute a written agreement (in a form to be determined by the *Board of Directors*) confirming that acknowledgement and agreement, but they shall be deemed to have made such agreement and acknowledgement whether or not such a written agreement is in place.

**3.3.** Rights and obligations of *Members*:

- (a) Unless suspended from membership:
  - (i) a full *Member* shall enjoy all of the rights and benefits conferred on *Members* by the *Statutes* and *Regulations*, including (without limitation) recognition as the sole national governing body for *Hockey* in that *Member's Country* in accordance with Article 3.4, and the right to participate in meetings of the *Congress* and to cast a vote on resolutions put to the *Congress*; and
  - (ii) a provisional *Member* may attend and speak but may not vote at meetings of the *Congress*. In all other respects, provisional *Members* shall enjoy the same rights and benefits as full *Members*.
- (b) Each full *Member* and provisional *Member*:
  - (i) must respect the commitment and purpose of the Pan American Hockey Federation set out in Article 2 and commits itself with the matters set out in Article 2.1 in the way these apply;
  - (ii) must pay when due all *Member* subscriptions decided upon by the *Congress* and any other monies due and owing to the Pan American Hockey Federation. Any *Member* that has failed to

pay any part of any subscription or other debt when due for payment to the Pan American Hockey Federation:

(A) may not enter any team in a *Continental Event* without the approval of the Pan American Hockey Federation, unless it settles all such debts at least three months before the start of the *Continental Event* in question; and

(B) may not attend (and so may not vote at) any meeting of the *Congress* unless the full amount owing is paid (in fully cleared funds) at least 24 hours before the start of the meeting;

- (iii) must pay by March 31 of the year concerned the Statutory Subscriptions fixed at each meeting of the *Congress*;
- (iv) must comply with the requirements of these *Statutes* and *Regulations* issued hereunder, as well as the Statutes and Regulations of the *FIH*, including (without limitation) submitting to the authority and jurisdiction of the Pan American Hockey Federation and its constituent bodies as set out at Article 3.2;
- (v) must adopt and implement and enforce within its *Country* statutes and regulations that are consistent with the *Statutes* and *Regulations*, as well as anti-doping regulations that are compliant with the World Anti-Doping Code and the *FIH* Anti-Doping Regulations (as amended from time to time);
- (vi) must recognise and enforce within its *Country*:

(A) all decisions of the Pan American Hockey Federation's constituent bodies and/or officials made under the *Statutes* and *Regulations*;

(B) periods of ineligibility and other disciplinary sanctions imposed under the *Statutes* and *Regulations*; and

(C) periods of ineligibility and other disciplinary sanctions imposed by the *FIH*, the Pan American Hockey Federation, other *Continental Federations*, and/or other *National Associations*;

- (vii) must provide in its statutes (in a form approved by the *Board of Directors*) that each of its members and all persons under its jurisdiction acknowledges and agrees on his/its own part to each of the matters set out in Article 3.2;
- (viii) must file an annual report with the PAHF *Board of Directors* within the first three (3) months of each year, reporting on the *Member's* activities (including major domestic championships and international competitions staged, and drug-testing conducted) in the previous year, and
- (ix) must not maintain sporting contact with a suspended *Member*.

- (c) A *Member* that has been suspended (see Articles 5.1 (c) and 6.1 (d)) may not exercise any of the rights or benefits of membership of the Pan American Hockey Federation during the period of such suspension. In particular, a suspended *Member* may not attend meetings of the *Congress* other than to be heard in accordance with Article 5.2 (e) (ii).

**3.4.** The Pan American Hockey Federation recognises that each *Member* has sole authority for the governance and regulation of the sport in its *Country*. The Pan American Hockey Federation agrees not to recognise any body that makes any claim that is inconsistent with that authority.

**3.5.** Neither these *Statutes* nor membership of the Pan American Hockey Federation shall create a partnership or agency relationship between the PAHF and its *Members*. *Members* are not liable for the

debts or obligations of the Pan American Hockey Federation, and the PAHF is not liable for the debts or obligations of *Members*.

## ARTICLE 4 – POWERS

- 4.1. In furtherance of its purposes, the Pan American Hockey Federation may:
- (a) (subject always to the approval of the *FIH*) amend these *Statutes*, and/or establish and enforce *Regulations*, to make further provision for the management, regulation and control of the sport of *Hockey* in the Americas and/or the affairs of the Pan American Hockey Federation, its *Members* and for the resolution of disputes relating thereto;
  - (b) apply and enforce the *Statutes* and *Regulations* and ensure their application and enforcement by *Members* throughout the Americas;
  - (c) organise and/or sanction the organisation of *Continental Events* and establish rules and/or regulations for player eligibility and conduct of those events consistent with the rules and regulations of the *FIH*;
  - (d) raise funds to finance its activities by all appropriate means, including by levying subscriptions and other fees from *Members*, by exploiting the commercial assets of the Pan American Hockey Federation, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls, including in relation to *Continental Events*, and by receiving donations, gifts, bequests, inheritances and legacies;
  - (e) invest any funds not immediately required to fund the Pan American Hockey Federation's activities in such manner as the *Board of Directors* thinks fit subject to any conditions as may for the time being be imposed by the *Board of Directors* or required by law;
  - (f) hire, pay and terminate the employment or services of any person(s) to supervise, organise and carry out the work of the Pan American Hockey Federation;
  - (g) purchase, take on lease or in exchange or otherwise acquire any property or other rights and privileges necessary for the promotion of its objects; construct, maintain and alter any buildings or premises, and/or sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Pan American Hockey Federation;
  - (h) establish, acquire or otherwise control other legal entities such as foundations or corporations;
  - (i) encourage a relevant entity that is solely and exclusively dedicated to *Hockey* in a *Country* located within the Americas, where there is not a recognized member of the *FIH*, to become an affiliated *National Association* by its *NOC*. The *Board of Directors* of the Pan American Hockey Federation may recognize as applicant the resultant *National Association* and give it technical assistance under the condition that it would apply for a membership in the *FIH*, providing the support for properly fulfil the criteria for its admission. There will be only one applicant by *Country* and it doesn't have the rights of the *Members*, and
  - (j) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its purposes and the objects of the PAHF.
- 4.2. The Pan American Hockey Federation will exercise its powers through its constituent bodies and officials, i.e., the *Congress*, the *Board of Directors*, the President, the *Managing Director*, and/or other bodies or committees or persons appointed by and representing the Pan American Hockey Federation.

## ARTICLE 5 – CONGRESS

### 5.1. Composition and authority

- (a) The *Congress* is the *Members* of the Pan American Hockey Federation in general meeting.

- (b) Subject always to Article 2.1, the *Congress* holds ultimate and supreme authority in relation to the affairs of the Pan American Hockey Federation, including sole and exclusive authority
  - (i) to agree to accept, suspend or expel a *Member*;
  - (ii) to amend, to add or to alter these *Statutes*;
  - (iii) to approve the counts of the *Board of Directors*;
  - (iv) to elect members of the *Board of Directors*;
  - (v) to appoint an auditor for the PAHF accounts for the ensuing two years;
  - (vi) to remove the *Disciplinary Commissioner* and the *Appeal Commissioner*;
  - (vii) to resolve any matter put to the *Congress* and
  - (viii) to agree to dissolve the Pan American Hockey Federation.
- (c) Upon the proposal of the *Board of Directors*, the *Congress* may (by resolution supported by a *Special Majority*) suspend any *Member* from membership of the Pan American Hockey Federation if:
  - (i) the *Member* owes more than two annual subscriptions; or
  - (ii) the *Member* has committed a serious or persistent breach of its obligations as a *Member*, or has neglected or compromised the interests of the Pan American Hockey Federation; or
  - (iii) there is other just cause to suspend the *Member*;

PROVIDED ALWAYS THAT the *Member* shall be given due notice of any such proposal for suspension, as well as of the grounds for that proposal, and shall be given the opportunity to be heard by the *Congress* before any final decision is made in respect of such proposal. Furthermore, any such decision shall be subject to challenge by the *Member*, such challenge to be heard by the *FIH* Judicial Commission in accordance with Article 10.2 of these *Statutes*.
- (d) In cases where action short of suspension is warranted against a *Member*, the *Congress* has the power to caution or censure the *Member*, withhold grants or subsidies from the *Member*, exclude the *Member's* teams from one or more *Continental Event(s)*, remove or deny accreditation to officers or other representatives of the *Member*, or take such other action against the *Member* as it deems appropriate, provided that the *Member* shall be given due notice and an opportunity to be heard before any final decision is made, and any such decision shall be subject to challenge by the *Member*, such challenge to be heard by the *FIH* Judicial Commission in accordance with Article 10.2 of these *Statutes*.
- (e) The *Congress* may delegate any of its other powers to the *Board of Directors*, and/or may refer items to the *Board of Directors* for consideration and report.

## 5.2. Meetings

- (a) Ordinary meetings of the *Congress* shall be held once every two years. The *Board of Directors* shall determine the date and the venue for each such meeting. Any item that a *Member* wishes to be considered for inclusion on the agenda must be sent to the *Board of Directors* in writing, with a brief explanation, at least two (2) months before the date of the meeting. The *Board of Directors* shall determine the agenda for each meeting and send same to all members.
- (b) Extraordinary meetings of the *Congress* shall be held
  - (i) on the request of the *Board of Directors* or the President;

- (ii) within three (3) months of the death, resignation or permanent incapacity of the President, unless the remaining presidential period is less than six (6) months; or
- (iii) within three (3) months of receipt by the *Managing Director* of a request signed by at least one third (1/3) of all full *Members*, stating the matters to be discussed at the meeting.

The *Board of Directors* shall determine the date, the venue and the agenda for each such meeting, except that the business of an extraordinary meeting that is requested by *Members* shall be as specified in that request.

- (c) *Members* shall be given no less than three (3) months' notice of the date and venue of any ordinary meeting of the *Congress* and no less than two (2) months' notice of the date and venue of any extraordinary meeting of the *Congress*. The formal convocation of *Members* shall be made in writing at least one (1) month before the date of the meeting, and shall include an agenda stating the nature of the businesses to be transacted at such meeting, as well as (in the case of an ordinary meeting) copies of the President's report and the audited financial statements of the Pan American Hockey Federation for the period since the last ordinary meeting of the *Congress*, and a list of the persons who have been nominated to stand in any election (s) to be conducted at the meeting.
- (d) Any matter that is not included on the agenda sent to *Members* at least one (1) month before the date of the meeting of the *Congress* may only be discussed at the meeting if the *Members* present at the meeting agree by a *Special Majority* to do so.
- (e) Meetings of the *Congress* may be attended by the following persons:
  - (i) Each *Member* that is not in arrears (see Article 3.3 (b) (ii)) or suspended from membership (see Articles 5.1 (c) and 6.1 (d)) may send up to three (3) delegates to the meeting, each of whom must be affiliated to that *Member*. One of those three delegates (who must be a citizen of the *Member's Country*) must be designated the head of the delegation, with exclusive authority to speak for and (in the case of a full *Member*) to cast the vote of that *Member* on each resolution put to the *Congress* at the meeting.
  - (ii) A *Member* whose suspension is on the agenda may send up to three (3) delegates to the part of the meeting where such suspension is considered, one of whom (who must be a citizen of that *National Association's Country*) must be designated the head of the delegation. He may speak to but may not vote on the resolution for suspension. If the resolution is not passed, from that point the delegation may remain in the meeting and may speak to and vote (exclusively through the head of its delegation) on all subsequent resolutions put to the *Congress* at the meeting.
  - (iii) Members of the *Board of Directors*, who may speak at meetings of the *Congress* in their own right but may not vote on resolutions put to the *Congress*.
  - (iv) Other observers, at the discretion of the President.
- (f) No business (save for adjournment of the meeting) may be conducted at a meeting of the *Congress* that is not quorate. For a meeting of the *Congress* to be quorate, one-third (1/3) of all full *Members* must be in attendance at the opening of the meeting. If such quorum is not reached, the *Board of Directors* may convene another meeting of the *Congress* with the same agenda within thirty (30) days by written notice to all *Members*. Such meeting will be validly convened even if no quorum is then reached.

### 5.3. Decision-making

- (a) The *Congress* shall make decisions by voting on resolutions put to it at a meeting convened in accordance with Article 5.2. Such decisions shall come into effect immediately, unless the *Congress* specifies another effective date. Resolutions for the suspension or expulsion of any *Members* shall be considered before any other resolutions.



- (b) Save where these *Statutes* provide to the contrary, each full *Member* is entitled to one (1) vote on each resolution put to the *Congress*, provided it has a delegation present at the meeting. Voting by proxy or by letter is not permitted.
- (c) The *Member's* vote on the resolution shall be exercised by the head of that *Member's* delegation to the *Congress*, provided that a person may only be head of one *Member's* delegation and so may only vote on behalf of one (1) *Member*.

Voting shall not be secret unless the *Congress* decides otherwise and for the election of members of the *Board of Directors* if there are two or more candidates for the same charge.

- (d) A resolution shall be considered passed by the *Congress* if it receives the requisite majority of votes in favour, as follows:
  - (i) Alterations to these *Statutes* require the support of a *Special Majority*, as does the suspension or expulsion of a *Member*.
  - (ii) Election to the office of President and to the *Board of Directors* requires an *Absolute Majority* to vote in favour of the candidate.
  - (iii) Unless otherwise specified in these *Statutes*, all other resolutions require a *Simple Majority* (disregarding any abstentions or blanked or spoiled votes).

## ARTICLE 6 - THE BOARD OF DIRECTORS

### 6.1. Composition and authority

- (a) The *Board of Directors* shall consist of:
  - (i) The President,
  - (ii) The Treasurer,
  - (iii) eight (8) Ordinary Members, having at least one (1) member from North America, one (1) member from South America and one (1) member from Central America and Caribbean,
  - (iv) The *Athletes' Representative*, who must be nominated by the *National Association* for the *Country* of which they are a citizen and must have played with their national team in *International Competition* no longer than 4 years before the date of their nomination, and
  - (v) The *Managing Director*,

each of whom shall be elected by the *Congress* in accordance with Article 6.2 of these *Statutes*, save the *Managing Director* and the *Athletes' Representative* that are appointed by the *Board of Directors*. At least five (5) members of the *Board of Directors* must be female and at least five (5) must be male. No *Country* will have more than three (3) members in the *Board of Directors*.

- (b) the elected members of the *Board of Directors* shall hold office for a term of four (4) years expiring at the close of the ordinary meeting of the *Congress* at which their positions fall vacant for election, one half of the Ordinary Members retiring every two years.

The *Athletes' Representative* shall be appointed by the *Board of Directors* prior the corresponding *Congress*, preferably. The *Athletes' Representative* period will last two (2) years, at least, but not more than four (4) years. The *Athletes' Representative* shall be the chair of the *Athletes' Committee*. The PAHF *Board of Directors* shall establish regulations for election and/or appointments for the *Athletes' Committee*

- (c) Subject to the exclusive powers and the authority of the *Congress* and the *FIH* (where applicable), the *Board of Directors* shall have full power and authority
  - (i) to manage the affairs of the Pan American Hockey Federation, ensuring the proper accomplishment of its purposes and commitments and the enforcement of its *Statutes* and *Regulations*,
  - (ii) to exercise all of its powers as set out in these *Statutes* or the law, including (without limitation) the power to implement its own decisions and the decisions of the *Congress*,
  - (iii) to issue, amend and rescind *Regulations* (according with these *Statutes* and the statutes and regulations of the *FIH*) including the regulations to these *Statutes* to rule the meetings of the *Congress* and the *Board of Directors* in the procedural matters unforeseen in these *Statutes* and the duties of the members of this executive body,
  - (iv) to fix the strategy and policies of the Pan American Hockey Federation, according with the strategic plan of the *FIH*,
  - (v) to approve and amend the annual budget of the Pan American Hockey Federation,
  - (vi) to appoint and remove the *Managing Director* and the *Athletes' Representative*,
  - (vii) to oversee legal compliance and risk management,
  - (viii) to appoint or remove committees, councils and/or working parties and their members to advise the *Congress*, the *Board of Directors*, the President and/or *Managing Director*, as well to establish their terms of reference,
  - (ix) to appoint the staff in the administration of the affairs of the Pan American Hockey Federation on such terms and conditions as to remuneration, period of employment (and termination thereof) and duties as the *Board of Directors* deems fit, as well to supervise the *Managing Director* and his staff in the implementation of the strategy and policies of the PAHF,
  - (x) to appoint a *Disciplinary Commissioner* and an *Appeal Commissioner*
  - (xi) to grant of titles for *Continental Events* and
  - (xii) to adopt, regulate and modify the emblem and the motto of the Pan American Hockey Federation.
- (d) The *Board of Directors* may at any time (by resolution supported by a *Special Majority*) suspend a *Member* on any of the grounds set out in Article 5.1 (c), or exercise any of the powers given to the *Congress* in Article 5.1 (d), pending consideration by the *Congress* at its next meeting of the *Board of Directors' proposal* for suspension of/other action in respect of that *Member*. The *Board of Directors* shall give the *Member* due notice and an opportunity to be heard (by means of written submission, unless otherwise specified by the *Board of Directors*) before it makes any such decision. Furthermore, any such decision shall be subject to challenge by the *Member*, such challenge to be heard by the *FIH* Judicial Commission in accordance with Article 10.2 of these *Statutes*.
- (e) In general, all matters not otherwise reserved to another body by these *Statutes* or by a mandatory provision of the laws of USA shall be decided by the *Board of Directors*.
- (f) Save the *Athletes' Representative* and the *Managing Director*, all members of the *Board of Directors* shall hold such office in their personal capacity and not as representatives of any *Member* or any other organisation. All the members of the *Board of Directors* shall be required at all times to discharge their responsibilities as *Board of Directors* members not on behalf of any individual, *Member* or *Members* but rather in the best interests of the Pan American Hockey Federation and its *Members* as a whole.

## 6.2. Election to the *Board of Directors*

- (a) Candidates for election (or re-election as the case may be) to the *Board of Directors*
  - (i) must be nominated by the *National Association* for the *Country* of which they are a citizen, and
  - (ii) must not have reached the Age Limit as at the date of the ordinary meeting of Congress at which they stand for election or if they will reach that age within six (6) months thereafter. For these purposes the “Age Limit” is such age as the IOC has implemented (as of the PAHF elections) as the age limit for membership of the IOC
  - (iii) must agree to the PAHF Conflict of Interest policy and the PAHF Ethics policy.
- (b) The members of the *Board of Directors* are eligible for re-election at the end of any term of office, save that they may not hold the same office for more than twelve (12) consecutive years
- (c) Nominations must reach the *Managing Director* no later than two (2) months before the date fixed for the meeting of the *Congress* in which the election shall be done. Such nomination constitutes an undertaking by the *National Association* to provide financial support to the nominee, if elected, so that he can attend meetings of the *Board of Directors*.
- (d) The *Board of Directors* may issue regulations for the electoral procedure and reform it when appropriate.

## 6.3. Vacancies

- (a) If the President dies, resigns or becomes permanently incapacitated during his term of office, the *Board of Directors* shall appoint an Ordinary Member of the *Board of Directors* as acting President to hold office until the *Congress* elects a person to fill the vacancy and complete his period as set out in Article 5.2 (b) (ii). The acting President shall be entitled to all privileges and responsible for all duties of the President and his Ordinary Member’s seat won’t be filled.
- (b) If any other member of the *Board of Directors* dies, resigns or becomes permanently incapacitated, the *Board of Directors*
  - (i) shall appoint a new *Managing Director* or *Athletes’ Representative*, as soon as possible, or
  - (ii) may appoint a replacement of the same gender and region to serve on the *Board of Directors* in his/her place until the next ordinary meeting of the *Congress* when a person will be elected to fill the vacancy and complete the period. If an extraordinary meeting of the *Congress* is requested for any other matter, the *Board of Directors* will include in the agenda the election of a new member for that purpose.
- (c) The *Board of Directors* has the right to end the mandate of any of its elected members who has been absent for two (2) consecutive meetings. In such event, that member’s seat shall remain vacant until the next ordinary meeting of the *Congress* when a person will be elected to fill the vacancy and complete the period. If an extraordinary meeting of the *Congress* is requested for any other matter, the *Board of Directors* will include in the agenda the election of a new member for that purpose.

## 6.4. Meetings of the *Board of Directors*

- (a) The *Board of Directors* shall meet in person at least one (1) time each calendar year on such dates and at such times and places as the President decides. Notice of such a meeting must be issued at least thirty (30) days before it is held. Where urgent action is required between such meetings, the President may convene an emergency meeting at short notice, to be attended by members in person or by telephone or other technical means, and/or may ask for votes on urgent business to be cast by electronic communication.

- (b) The quorum at a meeting of the *Board of Directors* (and for any resolution on urgent business that is cast by electronic communication) shall be one half (1/2) of the total membership of the *Board of Directors*. If such quorum is not reached, the President may convene another meeting of the *Board of Directors* with the same agenda within thirty (30) days. Such meeting will be validly convened even if no quorum is then reached.

## 6.5. Decision-making

- (a) The *Board of Directors* shall make decisions by voting on resolutions put to it at a meeting convened (or an urgent resolution circulated by electronic communication) in accordance with Article 6.4. Such decisions shall come into effect immediately, unless the *Board of Directors* specifies another effective date.
- (b) Each member of the *Board of Directors* present at the meeting shall be entitled to one (1) vote on each resolution, save the cases of conflict of interest. Voting by proxy or by letter is not permitted. The resolution shall be considered passed by the *Board of Directors* if it receives the requisite majority of votes in favour, as follows:
  - (i) Approval of *Regulations* and any amendments, additions or alterations to them requires the support of a *Special Majority*.
  - (ii) Suspension of a *Member* requires the support of a *Special Majority*.
  - (iii) Unless otherwise specified in these *Statutes* or agreed by the *Board of Directors*, other resolutions require a *Simple Majority* (disregarding any abstentions).

## ARTICLE 7 – ELECTED DIRECTORS AND THE MANAGING DIRECTOR

### 7.1. The President

- (a) The President is the principal elected officer of the Pan American Hockey Federation, and represents it in all official functions, including as a member of the *FIH's* Executive Board. He is responsible for ensuring the integrity of the governance processes followed by the *Congress* and the *Board of Directors*. Unless otherwise agreed, he chairs all meetings of the Pan American Hockey Federation's *Congress* and of the *Board of Directors*.
- (b) The President may take any urgent action or decision within the powers of the *Board of Directors* when circumstances prevent the *Board of Directors* taking such action or decision sufficiently quickly. Such action or decision must be consistent with the agreed policies of the *Board of Directors* and must be submitted promptly for ratification by the *Board of Directors*.
- (c) The President may delegate temporarily some of his duties as he deems appropriate.

### 7.2. The Managing Director

- (a) The *Board of Directors* may appoint a *Managing Director* on such terms and conditions as to remuneration, period of employment (and termination thereof) and duties as the *Board of Directors* deems fit.
- (b) The *Managing Director* shall be responsible for managing the staff and the day-to-day operations of the Pan American Hockey Federation for administering its affairs (including the secretariat of the entity and the managing day-to-day relations with the *FIH* as well the *NOCs*, the *Members*, the Pan American Sports Organization and other regional multisport organizations), and for implementing the decisions and policies of the *Congress* and the *Board of Directors*.

### 7.3. Official statements and acts

- (a) All official announcements, statements and correspondence (in all forms) on behalf of the Pan American Hockey Federation may only be made by the President, the *Managing Director* or any other person duly authorised by them.
- (b) Only the President and/or the *Managing Director* (or another person holding the written mandate of the President) has authority to enter into contracts or make legally binding commitments on behalf of the Pan American Hockey Federation.

### 7.4. The Treasurer shall:

- (a) collect all dues, fees, levies and other monies payable to the PAHF and deposit them in the PAHF's accounts;
- (b) make all necessary disbursements on behalf of the PAHF;
- (c) on behalf of the PAHF, participate in negotiations for payment for royalties, sponsorships and television and other rights of the PAHF;
- (d) submit a statement showing the current financial position of the PAHF to each meeting of the *Board of Directors*;
- (e) produce to each ordinary meeting of the *Congress* an audited balance sheet and a receipts and payments account made up to 31 December immediately preceding that meeting,
- (f) with the *Managing Director*, prepare the project of annual budget of the PAHF, taking into account the costs of the entity, the projects that seeks to boost the *Board of Directors* and the applications of the committees and councils;
- (g) make recommendations on the management of the funds of the PAHF and prepare budgets and reports as and when requested by the *Board of Directors*.

- 7.5. The Ordinary Members, in addition to the functions that establish in these statutes and other regulations, may be part of one Committee on behalf of the *Board of Directors*.

## ARTICLE 8 – SAVINGS CLAUSE

- 8.1. The *Board of Directors* shall have the power to decide on any matter not provided for in these *Statutes* or *Regulations*, or in cases of 'force majeure'.
- 8.2. If any provision of these *Statutes* is determined to be unlawful or unenforceable for any reason, the remainder of these *Statutes* will remain intact and enforceable.
- 8.3. Departures from the requirements of these *Statutes* (including but not limited to departures from procedural requirements) may be cured by the *Congress* at its next meeting by ratifying the act(s) and/or decision(s) in issue.

## ARTICLE 9 – DISSOLUTION

- 9.1. The Pan American Hockey Federation may only be dissolved by a resolution supported by a *Special Majority* at an extraordinary meeting of the *Congress* convened for this only purpose. If the dissolution is approved, the *Congress* shall appoint three (3) liquidators and set a period for their duties.
- 9.2. If the Pan American Hockey Federation is dissolved, all debts and liabilities legally incurred on behalf of the Pan American Hockey Federation shall be duly discharged and its remaining assets, if any after the liquidation, shall be paid to the *FIH* with a direction that those assets/funds be used for the benefit of/ promotion of *hockey* in the Americas.
- 9.3. In the case of dissolution of the Pan American Hockey Federation, the *National Associations* of Countries of the Americas, which are active full members of the *FIH*, will have the right to create a new *Continental Federation*, with the prior written approval of the *FIH*.

## ARTICLE 10 – DISPUTE RESOLUTION

### 10.1. Disciplinary matters

- (a) The *Board of Directors* shall appoint from time to time a *Disciplinary Commissioner* and an *Appeal Commissioner*, to hear and determine allegations of breach of the *Regulations*.
- (b) Each of the *Disciplinary Commissioner* and the *Appeal Commissioner* shall be independent of the Pan American Hockey Federation, and shall hold office for four (4) years (one retiring every two years). During that term, the *Disciplinary Commissioner* and/or *Appeal Commissioner* may be removed from office only by a resolution of the *Congress* passed by an *Absolute Majority*.
- (c) The *Board of Directors* shall issue regulations setting out the procedures to be followed in matters referred to the *Disciplinary Commissioner* and *Appeal Commissioner*, or else the *Disciplinary Commissioner* or *Appeal Commissioner* (as applicable) shall determine the procedures to be followed in such matters. In either case, such procedures (i) are subject to any overriding provisions in the *Regulations* at issue; and (ii) must respect the parties' rights to a fair and impartial process.

### 10.2. Disputes between the Pan American Hockey Federation and one or more *Members*

- (a) In accordance with Article 11.2 (b) (i) of the *FIH Statutes*, the *FIH* Judicial Commission shall have exclusive jurisdiction to resolve any dispute between the Pan American Hockey Federation and any one or more of its *Members*, subject to the parties' right to appeal the final decision of the *FIH* Judicial Commission to the *CAS* in accordance with Article 11.3 (b) (ii) of the *FIH Statutes*.
- (b) Save where expressly provided to the contrary in these *Statutes* or by applicable law, no complaint, claim or challenge of any kind may be commenced before the *FIH* Judicial Commission or any other body based on any alleged act or omission of the Pan American Hockey Federation or of any constituent body, official, employee or representative of the Pan American Hockey Federation more than thirty (30) days after the aggrieved party acquires actual or constructive knowledge of such act or omission. Any complaint or challenge brought after this deadline shall be summarily dismissed.

## ARTICLE 11 – INDEMNITY

Every member of the *Board of Directors*, every member of a committee, council or working group, the *Disciplinary Commissioner* and *Appeal Commissioner* every person appointed by the Pan American Hockey Federation to perform a special assignment, the *Managing Director* and every employee, every official and every officer of the Pan American Hockey Federation shall be indemnified by the Pan American Hockey Federation in respect of any claim (whether civil or criminal) that is made against him and/or any liability that he incurs as a result of his office or the exercise of his powers or the execution of his duties, whether or not judgment is given in his favour or he is acquitted, provided that he has acted at all times in good faith.

## ARTICLE 12 – DEFINITIONS AND INTERPRETATION

12.1. In these *Statutes*, the following words and expressions have the meanings set out opposite them:

<i>Absolute Majority</i>	More than ½ of those present in the room at the time of the vote and entitled to vote.
<i>Appeal Commissioner</i>	The person exercising appellate jurisdiction in accordance with Article 10.1 of these <i>Statutes</i> .
<i>Athlete</i>	A natural person competing in a <i>Hockey</i> event sanctioned in accordance with the <i>FIH</i> Regulations on Sanctioned and Unsanctioned Events.



<i>Board of Directors</i>	The Board of Directors of the Pan American Hockey Federation referred to in Article 6 of these <i>Statutes</i> .
<i>CAS</i>	The Court of Arbitration for Sport, in Lausanne, Switzerland.
<i>Committee</i>	The committees appointed by the <i>Board of Directors</i> under Article 6.1 (c).
<i>Congress</i>	The Congress of the Pan American Hockey Federation referred to in Article 5 of these <i>Statutes</i> .
<i>Continental Event</i>	A <i>Hockey</i> tournament, competition or match organised or sanctioned or recognised by Pan American Hockey Federation that is: (a) open only to teams that are representatives of or affiliated to different <i>Members</i> of the Pan American Hockey Federation; and (b) staged within America.
<i>Continental Federation</i>	A Continental Federation established in accordance with Article 5 of the <i>FIH's</i> Statutes.
<i>Country</i>	The whole <i>Country</i> , state, territory or part of a territory under the jurisdiction of a <i>National Association</i> , as recognised by the <i>FIH</i> , and identical to that of the <i>NOC</i> of the <i>Country</i> , as recognized by the International Olympic Committee.
<i>Disciplinary Commissioner</i>	The <i>Disciplinary Commissioner</i> appointed in accordance with Article 10.1 of these <i>Statutes</i> .
<i>FIH</i>	The International Hockey Federation.
<i>Managing Director</i>	The <i>Managing Director</i> of the Pan American Hockey Federation referred to in Article 7.2 of these <i>Statutes</i> .
<i>Hockey</i>	The sport of hockey, played according with the official rules approved by the <i>FIH</i> , including both field and indoor hockey and all current and future forms, variations and/or derivatives of the game modified or derived from its traditional form, irrespective of the number of players involved, or the type of venue or playing surface used, as decided from time to time by the <i>FIH</i> , excluding any discipline that is listed as winter sport or roller sport.
<i>International Event</i>	A match or event contested by national representative teams and sanctioned by the <i>FIH</i> .
<i>Member</i>	A <i>National Association</i> that has been admitted as a <i>Member</i> of the Pan American Hockey Federation.
<i>National Association</i>	A national governing body of <i>Hockey</i> , which is the recognized central authority responsible for all matters relating to the administration, organization and playing of <i>Hockey</i> in that <i>Country</i> by its respective <i>NOC</i> .
<i>NOC</i>	National Olympic Committee.
<i>Regulations</i>	Any codes, rules or regulations made by or on behalf of the Pan American Hockey Federation in accordance with these <i>Statutes</i> , including all amendments thereto and re-enactments thereof.
<i>Simple Majority</i>	More than ½ of the votes validly cast.
<i>Special Majority</i>	More than ¾ of those present in the room at the time of the vote and entitled to vote.

- 12.2.** These *Statutes* shall be interpreted and applied in the manner most consistent with the commitment and purpose of the Pan American Hockey Federation set out at Article 2 of these *Statutes*.
- 12.3.** Conflicts:
- (a) In the case of conflict between (1) these *Statutes* and any *Regulations* or any document issued by the Pan American Hockey Federation and (2) the FIH Statutes or any regulations or documents issued by the *FIH*, the *FIH* Statutes, regulations or document shall prevail.
  - (b) In the case of conflict between (1) these *Statutes* and any *Regulations* or any document issued by the Pan American Hockey Federation, and (2) the statutes, regulations or documents issued by a *Member*, these *Statutes* and any *Regulations* or other document issued by the Pan American Hockey Federation shall prevail.
  - (c) In case of differences of interpretation between the English and the Spanish text of a document and any translation of that document, the English text shall prevail.
- 12.4.** For convenience and clarity in these *Statutes*, the masculine gender is used and shall be interpreted to include the feminine gender as appropriate. Words importing the singular shall include the plural and vice versa.