

By-laws

Of

**The Dartmouth Whalers Minor Hockey
Association**



APPROVED

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INTERPRETATION

- 1 In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) The “ACT” means the *Societies Act*. R.S., c. 435
 - (b) The “BOARD” means the Board of Directors of the Dartmouth Whalers Minor Hockey Association as set out in these by-laws.
 - (c) “BUSINESS DAY” means a day on which the office of the Dartmouth Whalers Minor Hockey Association is open for business.
 - (d) “CHAIRPERSON” means the President of the Dartmouth Whalers Minor Hockey Association or the Presiding Officer who presides over the Board of Directors and/or Committee meetings.
 - (e) “COMMITTEE” means a committee appointed by the Board of Directors, by resolution, to plan activities, provide advice, make recommendations to the Board and implement actions delegated to them.
 - (f) “CONTROLLER” means an appointed person by the Whalers with expertise to assist in the accounting operations, budget and audit preparations of the Dartmouth Whalers Minor Hockey Association.
 - (g) The “DARTMOUTH WHALERS BOUNDARY” means the geographical boundaries set by Hockey Nova Scotia which determines whether a Player is eligible to register to play hockey with the Dartmouth Whalers Minor Hockey Association based on the Player’s residency within that geographical boundary.
 - (h) “DIRECTOR” means any person who has been elected or appointed to the Board of Directors of the Dartmouth Whalers Minor Hockey Association.
 - (i) “IN CAMERA” means, at the discretion of the chairperson or a majority of the members of a committee, a meeting may be closed to the general public or employees as deemed appropriate. Items to be discussed in-camera include but are not limited to personnel or employment matters, discussion on the acquisition or disposal of assets, legal matters and any matter which may put the Dartmouth Whalers Minor Hockey Association at a disadvantage or cause harm to any person. The Dartmouth Whalers Minor Hockey Association shall not pass resolutions or bylaws at in-camera meetings.
 - (j) “MEETING” means a duly constituted regular or special open meeting of the Dartmouth Whalers Minor Hockey Association where bylaws and resolutions are formally ratified.

- (k) "MOTION" means a standard terminology used by the Dartmouth Whalers Minor Hockey Association to describe the original statement whereby business is brought before a meeting and may also mean resolutions.
- (l) "NOMINATING COMMITTEE" means the committee established for reporting on the members nominated for each elected position on the Board of Directors. The committee shall consist of the Past President serving as Chairperson and between two (2) and four (4) other members who are appointed by the Board of Directors.
- (m) "OFFICER" means any executive member (President, Vice President, Secretary, Treasurer) of the Dartmouth Whalers Minor Hockey Association.
- (n) "OFF-ICE OFFICIAL" means all registered coaches, assistant coaches, team managers, team safety representatives and trainers of the Dartmouth Whalers Minor Hockey Association.
- (o) "ON-ICE OFFICIAL" means all hockey referees, linesmen and any other on-ice hockey official (timekeeper) working for and on behalf of the Dartmouth Whalers Minor Hockey Association.
- (p) "PARENT" means a legal parent or guardian of a registered hockey player of the Dartmouth Whalers Minor Hockey Association.
- (q) "PLAYER" means a registered hockey player of the Dartmouth Whalers Minor Hockey Association who has paid all dues and fees to the Dartmouth Whalers Minor Hockey Association and who has not been suspended or revoked from playing hockey with the Dartmouth Whalers Minor Hockey Association.
- (r) "REGISTRAR" means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*;
- (s) "SPECIAL RESOLUTION" means a resolution passed by not less than three-fourths of 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.
- (t) "VOLUNTEER" any person who is rostered on the Hockey Canada Registry for the Dartmouth Whalers Minor Hockey Association from one registration period to the next who has been accepted by the Board of Directors as a volunteer.

- (u) The “WHALERS” means the Dartmouth Whalers Minor Hockey Association, which is the name of the Society whose object is set out in the Memorandum of Association.
- (v) “WHALERS ALUMNI” means any former Player, coach, volunteer, On-Ice Official or Director, as approved by the board of the Dartmouth Whalers Minor Hockey Association.
- (w) The “WHALERS OFFICIAL SOCIAL MEDIA PLATFORMS” means the official social media webpages maintained and operated by the Dartmouth Whalers Minor Hockey Association.
- (x) The “WHALERS’ WEBSITE” means the website used and maintained by the Dartmouth Whalers Minor Hockey Association.

ACRONYMS

2 In these by-laws the following acronyms shall mean:

- (a) HC – Hockey Canada
- (b) HNS – Hockey Nova Scotia
- (c) HNSMC – Hockey Nova Scotia Minor Council
- (d) CMHF – Central Minor Hockey Federation
- (e) DWMHA – Dartmouth Whalers Minor Hockey Association

MEMBERSHIP

Terms of Admission

- 1 Membership of the Whalers shall be composed of
 - (1) The Board and its Directors;
 - (2) Players;
 - (3) Volunteers.
- 2 For the purposes of registration with the Registrar, the number of members of the Whalers is unlimited.

Rights and Obligations

- 3 Subject to the limitations set out in these by-laws, every member of the Whalers shall be entitled to
 - (1) Attend any meeting of the Whalers, with the exception of meetings held in-camera;
 - (2) Vote at any annual general meeting or special meeting of the Whalers;
 - (3) Participate on any committee;
 - (4) Bring any motion before a committee or the Board; and
 - (5) Be elected to the Board.
- 4 A parent of a player who is a minor (a person under 19 years of age in NS), may, on behalf of the player and in the best interest of the player,
 - (1) Attend any meeting of the Whalers, with the exception of meetings held in camera;
 - (2) Participate on any committee;
 - (3) Bring any motion before a committee or the Board; or
 - (4) Be elected to the Board.
- 5 Each member shall be entitled to a single vote and a member may only vote in one membership capacity as set out in section 1.

- 6 Members are not entitled to vote by proxy, however, any player who is a minor (a person under the 19 years of age in NS), shall have a parent vote on their behalf and in the player's best interest.
- 7 Membership in the Whalers shall not be transferable.

Conditions under which membership ceases

- 8 Membership in the Whalers shall cease upon
 - (1) The death of a member;
 - (2) By written notice to the Whalers that the member has resigned; or
 - (3) If the member ceases to qualify for membership in accordance with these by-laws.

Conditions under which a member may be suspended or expelled

- 9 A member of the Whalers may be suspended upon written notice to the member following a normal resolution of the Board for the following reasons;
 - a. Non-payment of fees after the January 1 deadline.
 - b. Non-compliance of certifications.
 - c. Risk Management and Discipline panel recommendation.
- 10 A member of the Whalers may be expelled upon written notice to the member following a special resolution of the Board.
- 11 Any Decision to suspend or expel a member may be appealed in accordance with the Whalers appeals procedure.

APPOINTMENT AND REMOVAL OF DIRECTORS AND OFFICERS

Composition of the Board

12 The Board shall consist of the of the following Directors:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer
- (5) Director of Competitive Hockey
- (6) Director of Recreational Hockey
- (7) Director of Operations
- (8) Director of Risk Management and Discipline
- (9) Director of Development
- (10) Director of Communications
- (11) Director of U7 / U9 Divisions

Elections of Directors and Officers

13 The election of the Board will be held at the annual general meeting in accordance with the following order:

- a. In odd numbered years commencing in 2021, the following Directors shall be elected and will hold their respective elected position for a period of two years

- (1) President
- (2) Secretary
- (3) Director of Operations
- (4) Director of Recreational Hockey
- (5) Director of Risk Management and Discipline
- (6) Director of Development

- b. In even numbered years commencing in 2022, the following Directors shall be elected and will hold their respective elected position for a period of two years

- (1) Vice-President
- (2) Treasurer
- (3) Director of Competitive Hockey
- (4) Director of Communications
- (5) Director of U7 / U9 Divisions

- 14 In advancement of gender balance for women and men on the Board, while ensuring the prevailing criterion for election is eligibility, ability, and professional performance, the Board will be constituted in a manner such that no gender (male or female) accounts for more than nine (9) Directors.
- 15 Should the gender balance not be possible due to lack of applications to the Nominating Committee, the Nominating Committee shall put out another call to members for the underrepresented gender for a period of seven (7) days to solicit suitable candidates. Should there still be no members that have applied for the underrepresented position(s), the position(s) maybe filled by any gender.
- 16 The purpose of sections 14 and 15 is to have the Nominating Committee actively recruit a balanced and equitable board. No gender will be automatically elected over another simply because of an application, all candidates must meet all criterion.
- 17 To be eligible as a candidate for a Director position, the nominee must be a member or a Whalers Alumni, and live within the Dartmouth Whalers' Boundary.
- 18 To be eligible as a candidate for President or Vice President, the nominee must have served at least one full year as a Director of the Whalers.
- 19 The Past President is not an elected position and shall be held by the individual who most recently held the position of President. If the individual who most recently held the position of President is unable to continue into the Past President position, the Board may designate another Director to carry out the duties assigned to the Past President.
- 20 The Past President shall hold this position for a period of one year.
- 21 The Secretary shall provide the members notice of a call for nominees at least thirty (30) days before the Annual General Meeting but not more than ninety (90) Days before the Annual General Meeting. Notice shall be given by way of email to members. Notice of the call for nominees shall also be posted by the Director of Communications on the Whalers' Website and the Whalers' official social media platforms.
- 22 Any member may nominate another member as a candidate for a Director position by providing the Nominating Committee with the following
 - (1) A letter endorsed by at least five (5) other members that includes the name of the member nominated and the Director position for which the member is being nominated; and

- (2) A signed statement by the nominee affirming that he or she is a member eligible as a candidate for the Director position for which he or she is being nominated and that he or she is willing to accept the position if elected.
- 23 Any nomination must be provided to the Nominating Committee at least twenty-one (21) days prior to Annual General Meeting.
- 24 The Nominating Committee shall compile a list of all duly nominated candidates at least fourteen (14) days prior to the Annual General meeting and provide a report of eligible candidates to the membership by posting the report on the Whalers' Website and on the Whalers' official social media platforms.
- 25 Voting for each Director position shall take place at the Annual General Meeting. Voting shall be by show of hands, by secret ballot, or by any other method authorized by the majority of the members or Directors present.
- 26 To be declared elected to the nominated position, a candidate must receive the majority of votes of the ballots cast.
- 27 Where there is a single candidate nominated for a director position that person will be declared elected to that position and does not require a membership vote.
- 28 Where there are no candidates nominated for a director position, the Board may appoint another member to fill the position until the next Annual General Meeting, at which time an election will be held to fill the position.
- 29 An individual may be nominated from the floor of the meeting of the Members only if there are no other candidates running for a vacancy and must meet all eligibility requirements described herein.
- 30 Upon election, all Directors shall serve a term of two years.
- 31 A Director may serve a maximum of two consecutive two-year terms in the same Director position.
- 32 All Directors shall be voting members of the Board.
- 33 The President, Vice President, Secretary, and Treasurer shall be the Officers of the Whalers.

Removal of Directors and Officers

- 34 Any Director may be removed from his or her position before the expiration of the term of office by way of a special resolution.

- 35 In the event that a Director resigns from his or her office or ceases to be a member of the Whalers, which results in the office being vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the directors from among the members of the Association.
- 36 If a Director is absent from three (3) or more meetings of the Board in a 12-month period, the Director must provide a written explanation to the Board outlining the reasons for the absence. The explanation may be provided prior to the additional absence and must be provided no later than one week following the additional absence. If the Director fails to provide an explanation or if the Board determines that the explanation provided is inadequate, the Director is removed from his or her position on the Board and the position becomes vacant.
- 37 In the event that a vacancy on the Board occurs due to the resignation or removal of a Director or for any other reason, the Board may appoint another member to fill the position until the next Annual General Meeting, at which time an election will be held to fill the position. If the vacancy occurs during the first year of the original Director's two-year term of office, the person elected to fill the vacancy shall fill the position for the one year period remaining on the original Director's term of office

DUTIES AND POWERS OF THE BOARD

General

- 38 The management of the activities of the Whalers shall be vested in the Board who, in addition to the powers and authorities by the Act, these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Whalers and are not hereby or by Statute expressly directed or required to be exercised or done by the Whalers in an annual general meeting.
- 39 The Board shall be responsible for establishing policies, procedures, codes and guidelines for the general direction and conduct of the affairs of the Whalers during the term of office.
- 40 The Board shall have the right to grant, refuse, or revoke outside franchises in Whalers' leagues.
- 41 The Board shall establish registration fees and any other financial assessments it considers necessary or advisable for the continuing conduct and operation of the Whalers.

- 42 The Board has the power to suspend for cause any member for failure to comply with these by-laws, as well as for any actions deemed by the Board to be detrimental to hockey.
- 43 The Board may employ staff and determine their duties, responsibilities and remuneration.
- 44 The Board may establish a governance structure for the Whalers which may include a description of the roles, responsibilities, duties, and powers for each Director position and any other appointed position or committee required for the effective operation of the Whalers.
- 45 Any description of the roles, responsibilities, duties, and powers for each Director position and any other apportioned position or committee must not conflict with the Act or these by-laws.
- 46 At any time deemed necessary by the Board, the Board may, by way of a majority vote following a meeting of the Board, add, remove, or amend the governance structure and the descriptions of the roles, responsibilities, duties, and powers established.

Appointments

- 47 The Board, at the annual general meeting, shall appoint auditors to audit financial records and annual statements.
- 48 The Board may appoint committees it considers necessary to assist in administering the affairs of the Whalers or to undertake special projects on behalf of the Whalers.
- 49 Any appointees of the Board shall not be voting members of the Board.
- 50 The Board may establish additional appointed positions as the Board considers necessary to carry out the business of the Whalers.
- 51 The Board may establish an annual honorarium to be paid to the holder of an appointed position established under these by-laws.
- 52 The Board may revoke the appointment of an individual appointed under these by-laws by way of a by way of a majority vote following a meeting of the Board
- 53 By way of a majority vote following a meeting of the Board, the Board may abolish an appointed position established under these by-laws where the Board considers that the position is no longer required.

- 54 Individuals appointed by the Board under these by-laws are not members of the Board but may attend meetings of the Board at the Board's discretion.

Exercise of Spending & Borrowing Powers

- 55 The board shall approve an annual budget at the Annual General Meeting by way of majority vote.
- 56 The Board shall approve expenditures over five hundred dollars (\$500.00) outside of the approved budget.
- 57 The board shall annually review and approve an expense and procurement policy.
- 58 The Board shall not raise or secure money by borrowing and no expenditure shall be authorized unless funds are available in the Whalers' bank account to pay for the expenditure.
- 59 A Whalers credit card may be used as borrowing if the funds are available to pay the expenditure.

FISCAL YEAR

General

- 60 The fiscal year of the Whalers shall be the period from May 1 to April 30.

MEETINGS

General

- 61 The conduct of all meetings of the Whalers shall be in accordance with Robert's Rules of Order unless otherwise indicated.

Annual General Meeting

- 62 The Whalers annual general meeting shall be held each year and within ninety (90) days after the end the fiscal year of the Whalers.
- 63 The President of the Whalers shall determine the date, time and place of the annual general meeting.

- 64 The Secretary of the Whalers shall provide the members of the Whalers a minimum of forty-five (45) days written notice of the annual general meeting. Written notice may be sent to members via electronic means.
- 65 Notice of the annual general meeting shall also be posted by the Director of Communications on the Whalers' Website and on the Whalers' official social media platforms.
- 66 Not receiving notice will not invalidate the notice of meeting.

Special Meetings

- 67 An extraordinary general meeting of the Whalers may be called at any time by the President or at the written request of at least 50% of the Board.
- 68 An extraordinary general meeting of the Whalers may also be called at any time at the written request of at least fifty (50) members of the Whalers.
- 69 The President shall determine the date, time and place of the extraordinary general meeting within 21 business days of receiving the request of a special meeting.
- 70 Should the President fail to call the extraordinary meeting as required, the Secretary of the Whalers may call the meeting.

Notice

- 71 Notice of the date, time, place, and purpose of any annual general meeting or extraordinary general meeting shall be provided by the Secretary to be posted by the Director of Communications as follows:
 - (1) A digital advertisement shall be placed on the Whalers website and on the Whalers' official social media platforms;
 - (2) An email message will be sent to all members who have provided one to the Whalers.

Board Meetings

- 72 Meetings of the Board shall be held as often as the business of the Whalers may require.
- 73 Notice of the date, time, place, and purpose of Board meetings will be sent by email to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings of any Board meeting.

- 74 A Director may participate in meetings of the Board and in meetings of a Committee of the Board by means such as telephone or other digital communication which permits all persons participating in such a meeting to hear each other and any director participating by such means will be considered to be present at the meeting.
- 75 If Directors call a meeting, those Directors may determine that the meeting shall be held entirely by way of telephone or other digital communication which permits all participants to communicate adequately with each other during the meeting.

Quorum

- 76 A quorum at an Annual General Meeting or a Special Meeting of the Whalers shall consist or of at least twenty (20) members.
- 77 A quorum at meetings of the Board shall consist of at least six (6) Directors.
- 78 No business shall be transacted at any meeting of the Whalers unless a quorum of Directors is present at the commencement of such business.
- 79 If within one-half hour from the time appointed for the meeting, a quorum of members or Directors is not present, the meeting, if convened upon the requisition of the Directors, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Directors then present shall direct and if at such adjourned meeting a quorum of Directors is not present, it shall be adjourned without delay.

Voting

- 80 At all meetings, voting shall be by show of hands, by secret ballot, or by any other method authorized by the majority of the members or Directors present.
- 81 Motions shall be approved by simple majority vote unless otherwise stated in the memorandum, these by-laws, or as required by the Act.
- 82 Each member present at a meeting, shall have one vote and pursuant to section 4, the member may only vote in one membership capacity as set out in section 1.
- 83 Should a tie occur when voting, the motion will be deemed defeated. To pass, the motion must receive majority vote.

Minutes

- 84 The Secretary shall be responsible for the proper preparation of the minutes. The Secretary may delegate the responsibility of recording of minutes to an appointed Director or member.
- 85 The Secretary shall review the minutes prior to the minutes being distributed to the directors.
- 86 The Secretary shall be responsible to circulate the minutes of all meetings of the Board and carry on the necessary correspondence of the Whalers and to keep a record of the same.
- 87 Custody of the books and records, and custody of the minutes of all the meetings of the Whalers and of the Board shall be the responsibility of the Secretary.
- 88 Minutes shall be retained by the Secretary for a period of five fiscal years.

MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS

General

- 89 The Whalers may, by special resolution passed at an Annual General Meeting or at a Special Meeting called for that purpose, make, amend, or repeal these by-laws, for the conduct and management of the Whalers' activities and affairs.
- 90 Any member may submit to the Secretary a special resolution to repeal or amend the memorandum or by-laws provided that the submission is made in writing at least twenty-one (21) days in advance of the meeting at which the proposed amendments are to be considered.
- 91 Any special resolution to make, amend, or repeal these by-laws shall be made available to members fourteen (14) days in advance of the date of the meeting at which they will be considered.

Prohibition

- 92 No change to these by-laws shall be done in a manner that is inconsistent with the Act or with the memorandum of the Whalers.

EXECUTION OF CONTACTS, DEEDS, BILLS OF EXCHANGE AND OTHER INSTRUMENTS

General

93 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Whalers by any officer of the Whalers or otherwise as prescribed by resolution of the Board.

Conflict of Interest

94 Directors who have, or could reasonably be seen to have, a conflict of interest with respect to the execution of contracts, deeds, bills of exchange or other instruments, have a duty to declare that interest. The declaration should be made to the members:

(1) Upon nomination; and

(2) If serving as a director, when the possibility of a conflict arises;

95 A conflict of interest does not prevent a member from serving as a director provided that he or she withdraws from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

96 Any conflict of interest shall be addressed pursuant to the Conflict of Interest Policy.

INSPECTION OF BOOKS AND RECORDS

Custody

97 Custody of the books and records, and custody of the minutes of all the meetings of the Whalers and of the Board shall be the responsibility of the Secretary.

Inspection

98 Upon written notice, any member of the Whalers, at any reasonable time may inspect the books and records of the Whalers at the registered office of the Whalers.

AUDIT OF ACCOUNTS

Audit Committee

99 Annually, at the annual general meeting, the Board shall establish an Audit Committee to serve as a standing committee of the Board and to assist the Board in fulfilling its audit and oversight responsibilities.

100 The Audit Committee shall make a written report to the members as to the financial position of the Whalers and the report shall contain a balance sheet and operating account.

101 The Audit Committee shall consist of three persons, one of which will be from the members at large, appointed by the Board on the recommendation of the Nominating Committee. The President and Vice President may not be members of the Audit Committee. Those appointed to the Audit Committee are eligible for re-appointment.

102 Quorum of the Audit Committee shall consist of two (2) members of the audit committee.

Audit Reporting

103 The Audit Committee shall make a written report to the Board upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Whalers and properly drawn up so as to exhibit a true and correct view of the Whaler's affairs, and such report shall be read at the annual meeting.

104 A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the Audit Committee, shall be filed with the Registrar within fourteen (14) days after the annual meeting in each year as required by law.

CUSTODY AND USE OF THE SEAL

General

105 The seal of the Whalers shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.

MISCELLANEOUS

Ethics and Discipline

106 The Whalers may establish a code of ethics and code of conduct that all members and parents must abide by.

107 Failure to abide by the Whalers code of ethics and code of conduct may result in suspension or expulsion from the Whalers by majority vote of the Board.

108 The Whalers may discipline any member or any parent of a member and reserves the right to increase any suspension beyond the HC, HNS, HNSMC, or CMHF requirements.

109 In accordance with the Whalers code of ethics and code of conduct, any disciplinary sanction imposed by the Whalers may be appealed.

Filing with the Registrar

110 The Whalers shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the registrar of the change.

111 The Whalers shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

Indemnification of Directors and Officers

112 Every Director or Officer of the Whalers or other person who has undertaken or is about to undertake any liability on behalf of the Whalers or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (1) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (2) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own neglect, wilful misconduct or default.
- (3) Without limiting the generality of the foregoing, the Whalers may purchase and pay premiums on policies of insurance for purposes of providing such indemnities.