

Canadian Adult Recreational Hockey Association (CARHA)

(the "Corporation")

BY-LAW NO. 1 relating generally to the conduct of the affairs of the Corporation.

BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS

1. In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "**director**" means a member of the Board and may also be referred to in these by-laws as the "**Board of Management**";

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

INTERPRETATION

2. This By-law shall be, unless the context otherwise requires, construed, and interpreted in accordance with the following:
 - a. all terms contained herein, and which are defined in the Act, or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
 - b. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number or aggregate of persons; and

- c. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

CORPORATE SEAL

3. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the President or Secretary or such other person as designated by the Board from time to time shall be the custodian of the corporate seal.

HEAD OFFICE

4. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ottawa, in the Province of Ontario.

CONDITIONS OF MEMBERSHIP

MEMBERS

5. Membership of the Corporation shall be comprised of the following classes of members:

- a. Associate Members shall consist of:

- 1) each player, referee, convenor, coach, manager, league convenor, team representative, referee assignor and trainer who is on the Corporation's registration form accepted by the Corporation upon payment of the player's annual registration fee determined by the Corporation and approved by Board of Management.

Associate Members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

- b. Affiliate Members shall consist of:

- 1) Each director of the Corporation;
- 2) Those individuals or organizations, who may include, without limitation, advisors to the board or committee members appointed by the Board in its discretion, who have a demonstrated interest in supporting the objectives and activities of the Corporation and who are accepted and approved by the Board for Affiliate Membership.

Each Affiliate Member shall be entitled to one (1) vote at all meetings of members. Membership for all Affiliate Members shall cease on September 30th each year unless the acceptance of the Affiliate Member is designated for a longer term or is renewed by the Board.

- c. Honourary Members shall consist of:

- 1) those individuals who make, or have made, an important contribution to the Corporation or take, or have taken, an active part in promoting and participating in the activities of the Corporation and who are accepted and approved by the Board for Honourary Membership.

Each Honourary Member shall be entitled to one (1) vote at all meetings of members. Membership for all Honourary Members shall cease on September 30th each year unless the acceptance of the Honourary Member is designated for a longer term or is renewed by the Board.

6. A membership fee shall be paid annually by each member in such amount as is prescribed by the Board from time to time, and the Board shall have the discretion to waive membership fees for any member. The membership fee shall be due and payable on the 1st day of October in each year for the period ending on the 30th day of September in the following year. The membership fee shall be accompanied by an application for membership or an application for renewal of membership. The membership of any member that fails to pay its membership fee as prescribed may be cancelled by the Board in its sole discretion.
7. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
8. The membership of any member may be terminated by a vote of three quarters (3/4) of the attending voting members at an annual or special meeting of members.
9. A membership in the corporation is terminated when:
 - a. the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
 - b. the member fails to maintain any qualifications for members described in these By-laws;
 - c. the member resigns in accordance with these By-laws;
 - d. the member is terminated by the members or the Board in accordance with these By-laws;
 - e. the member's term of membership expires; or
 - f. the Corporation is liquidated or dissolved under the Act.
10. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if required by the Act.

MEMBERS' MEETINGS

11. Subject to compliance with section 159 of the Act, the annual or any other general meeting of the members shall be held in each year at a place and date to be determined by the Board. Meetings may be held by teleconference or by other electronic means, provided such facility permits members to communicate adequately with each other. The only persons entitled to be present at a meeting of members shall be those members entitled to vote at the meeting, the directors, the officers, the accountant and such other persons who are entitled or required under any provision

of the Act, articles or By-laws of the Corporation to be present. Any other person may be admitted only on the invitation of the chair of the meeting or by a resolution of the members.

12. At every annual meeting, in addition to any other business that may be transacted, the report of the President, the annual financial report and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board shall have the power to call, at any time, a general or special meeting of the members of the Corporation.
13. The Board shall call a special general meeting of members, in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
14. At least three (3) members present in person or participating or responding by teleconference or other electronic means at a meeting will constitute a quorum. A complete record of the proceedings at the annual meeting shall be taken.
15. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a special resolution of members is required to make any amendment to the By-laws of the Corporation or to change the manner of giving notice to members entitled to vote at a meeting of members.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

16. Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy in such form as may be approved by the Board from time to time, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation. Votes may be received by mail, email or other electronic means as are determined by the Board and compliant with the Act.

17. A majority of the votes cast on the question, by the members carrying voting rights, shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
18. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his, her, their or its last address recorded on the books of the Corporation.

COMPLAINTS, SUSPENSION AND APPEALS

19. The Board shall have the authority to suspend or expel any member of the corporation for any one or more of the following grounds:
 - a. violating any provision of the articles, By-laws or written policies of the Corporation;
 - b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - c. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.
20. The policies and procedures, rules and regulations of the Corporation relating to member complaints, suspensions and expulsions approved by the Board from time to time shall be in writing and shall contain provisions establishing the permitted grounds for suspension and expulsion. Upon written request, any member shall be entitled to receive a copy of the current policies and procedures, rules and regulations relating to complaints, suspensions, and expulsions.
21. The Board, or any committee of the Corporation to which the Board of Management may from time to time delegate this authority, may suspend or expel any member of the Corporation from such membership on such terms and conditions as are deemed appropriate or necessary by the Board or its delegate, in accordance with the policies and procedures, rules and regulations approved from time to time by the Board.

BOARD OF DIRECTORS

22. The Board shall consist of a minimum of three (3) to a maximum of six (6) directors or as specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the Board.
23. Directors must be individuals, at least eighteen (18) years of age, with power under law to contract. Directors shall be Canadian citizens ordinarily resident in Canada. The directors shall be

elected from members who are league conveners, team representatives, referees, referee assignors, players, advisors, Affiliate Members or Honourary Members.

24. The Board may present and recommend a slate of candidates for selection to fill any open positions on the Board, to the members entitled to vote at each annual general meeting. The Board may, in its discretion from time to time, establish a nominating committee to (i) identify, recruit and evaluate qualified candidates for election or appointment to the Board; and (ii) seek candidates from each of the regions identified as British Columbia, Western (Manitoba, Alberta, Saskatchewan, and the Territories), Ontario/Quebec, and Atlantic (Newfoundland, New Brunswick, Prince Edward Island and Nova Scotia). Any such nominating committee shall report its recommendations for nominees to the Board.
25. Directors shall be elected at an annual general meeting of the corporation by eligible voting members in accordance with the By-laws for a term of four (4) years.
26. The office of a director shall be automatically vacated:
 - a. if the director does not within ten (10) days after election or appointment as a director become a member or ceases to be a member of the Corporation;
 - b. if the director becomes a bankrupt;
 - c. if the director becomes incapable;
 - d. if the director by notice in writing to the Corporation resigns which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - e. if at a special meeting of members, an ordinary resolution is passed by members removing the director before the expiration of the director's term of office; or
 - f. if the director dies.
27. If any vacancy among directors shall occur for any reason, the Board by majority vote, may, by appointment, fill the vacancy until the Corporation's next annual meeting.
28. The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his, her or their position as such; provided that a director may be paid reasonable expenses incurred by him, her or them in the performance of his, her or their duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

POWERS OF BOARD

29. The Board of the Corporation shall supervise the management of the activities and affairs of the Corporation and, save as hereinafter provided, generally, may exercise all such other powers and

do all such other acts and things as the Corporation is by its articles, the Act or otherwise, authorized to exercise and do.

30. The Board may from time to time appoint any committee, advisory committee or Advisor as it deems necessary or appropriate for the purpose of the Corporation and, subject to the Act, with such powers as the Board shall see fit. Any committee member or Advisor may be removed by a resolution of the Board.
31. The Board shall have the power to construe all provisions of the constitution, By-laws, policies and procedures of the corporation and to determine what policy shall govern and what procedure shall be followed in any instance.

BOARD OF MANAGEMENT (DIRECTORS) MEETINGS

32. Meetings of the Board may be held at any place within or outside Canada to be determined by the Board. Meetings of the Board may be called by the chair of the Board, or by a majority of directors, at any time.
33. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided for giving notice in this By-law to every director of the Corporation not less than ten (10) days before the time when the meeting is to be held, by one of the following methods:
 - a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or section 134 (Notice of change of directors) under the Act;
 - b. mail by prepaid ordinary mail to the director's address set out in (a);
 - c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
 - d. by an electronic document in accordance with Part 17 of the Act.
34. Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits of Authority) of the Act that is to be dealt with at the meeting.
35. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

36. A majority of the number of directors, or minimum number of directors required by the articles or the Act, constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. For the purpose of determining quorum, a director may be present either in person, or, by electronic means compliant with the Act.
37. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. The only circumstance in which the chairperson of the meeting votes is in the event of an equality of votes whereby they shall exercise the casting vote.
38. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such written resolution shall be kept with the minutes of the meetings of directors or committee of directors.

OFFICERS

39. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties, and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-laws otherwise provide.
40. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the corporation shall be a chairperson, vice-chairperson, president, secretary, treasurer and any such other officers as the Board may determine, including without limitation an Association Consultant Officer. Any two (2) or more offices may be held by the same person. Officers need not be directors or members.
41. The officers of the corporation for any vacant officer positions shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of members, provided that the president, secretary, and treasurer are present.
42. Other than the office of the president, treasurer and the secretary, who shall be a full-time employee of the corporation for an indeterminate term, the officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

DUTIES OF OFFICERS

43. The chairperson shall preside at all meetings of the members of the Corporation and of the Board. They shall see that all orders and resolutions of the Board of Management are carried into effect.
44. The vice-chairperson shall, in the absence of the chairperson, perform the duties of the chairperson.

45. The president shall have the general and active management of the activities and affairs of the Corporation.
46. The treasurer shall supervise the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation.
47. The secretary shall carry out their affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record or cause to have recorded all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the members and of the Board.
48. The duties of all other officers of the Corporation shall further be such as the terms of their engagement call for or the Board requires of them.

EXECUTIVE COMMITTEE

49. There shall be an Executive Committee composed of directors who shall be appointed by the Board, but shall include the chairperson, president, secretary, treasurer, the immediate past-chairperson and the vice-chairperson, as well any Association Consultant Officer appointed by the Board to serve on the Executive Committee. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the direction of the affairs of the Corporation, save and except only such acts as must by law be performed by the Board or as otherwise limited by the Board. Any Executive Committee member may be removed by a majority vote of the Board. Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.
50. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice may be given by mail, email, facsimile or other electronic means. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. No less than two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member of such committee may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

INDEMNITIES TO DIRECTORS AND OTHERS

51. Except as otherwise provided in the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the

bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

52. The Corporation shall indemnify, to the extent permitted by the Act, every present or former director or officer of the Corporation, or another individual who acts or has acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity and their respective heirs, executors, administrators, successors and assigns out of the funds of the Corporation, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation. The Corporation shall not indemnify an individual under this section unless they (i) acted honestly and in good faith with a view to the best interest of the Corporation, or other entity for which they acted as a director or officer (or in a similar capacity) at the Corporation's request; and (ii) in the case of a criminal or administrative action that is enforced by a monetary policy, they had reasonable grounds for believe that their conduct was lawful.

53. The corporation shall purchase and maintain insurance, in such amount as the Board may from time to time in its discretion determine, for the benefit of said individuals against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

EXECUTION OF DOCUMENTS

54. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the president or Board authorized signing authority, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or other person on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

MINUTES OF BOARD OF MANAGEMENT (AND EXECUTIVE COMMITTEE)

55. The minutes of the Board (or the minutes of the Executive Committee) shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

56. Unless otherwise ordered by the Board, the fiscal year end of the corporation shall be May 31st.

AUDITORS

57. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

58. The Board shall see that all necessary books and records of the Corporation required by the By-laws of the corporation or by any applicable statute or law are regularly and properly kept.

POLICIES AND PROCEDURES; RULES AND REGULATIONS

59. The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

AMENDMENT OF BY-LAWS

60. Subject to the articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act if such By-law, amendments or repeals are only effective when confirmed by members.