

**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;

"**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 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

"**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 seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

## 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:
- (i) Associate Members shall consist of:
    - (1) each player, referee, convenor, coach, manager, trainer who is on the Corporation's registration form shall become an Associate Member of the Association upon payment of the player's annual registration fee determined by the Corporation and approved by Board of Management.

(ii) Regular Members shall consist of:

- (1) those individuals designated by the Board of Management as the League Convenors, Team Representative and Referee Association Convenors;
- (2) each Director and Advisor of the Corporation shall become Regular Members upon election/appointment as a Director.

Each Regular Member identified in (ii)(1) shall be entitled to one (1) vote each, at all meetings of members. Membership for all Regular Members in (ii)(1) shall cease on September 30<sup>th</sup> in each year.

Each Regular Member identified in (ii)(2) shall be entitled to one (1) vote each, at all meetings of members. Membership for all Regular Members in (ii)(2) shall cease at the end of their defined term.

(iii) Honourary Members shall consist of:

- (1) those individuals designated by the Board of Management who have demonstrated their desire to take an active part in promoting and participating in the activities of the Corporation.

Each Honourary Member shall be entitled to one (1) vote each, at all meetings of members. Membership for all Honourary Members shall cease on September 30<sup>th</sup> in each year.

6. A membership fee shall be paid annually by each member in such amount as is prescribed by the board of management from time to time. The membership fee shall be due and payable on the 1<sup>st</sup> day of October in each year for the period ending on the 30<sup>th</sup> 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 have its membership cancelled by the board of management 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. Any member may be required to resign by a vote of three quarters (3/4) of the attending voting members at an annual meeting.
9. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in subsections

197(1)(e), (h), (l) or (m) of the Act.

### **MEMBERS' MEETINGS**

10. 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 of management. Meetings may be held by teleconference or by other electronic means, provided such facility permits members to communicate adequately with each other.
11. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, 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 of management or the chairman or vice-chairman shall have power to call, at any time, a general meeting of the members of the corporation.
12. The board of management 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 directors do not call a meeting with twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
13. 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.
14. 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 21 to 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 21 to 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 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.

15. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, 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.
16. A majority of the votes cast by the members present or participating or responding by teleconference or other electronic means, and 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. Votes may be received by mail, email or other electronic means.
17. 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 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 last address recorded on the books of the corporation.

### **COMPLAINTS, SUSPENSION AND APPEALS**

18. The policies and procedures, rules and regulations of the corporation relating to member complaints, suspensions and expulsions approved by the board of management 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.
19. The board of management, 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 of management.

### **BOARD OF DIRECTORS**

20. The Board of Directors shall be known as the Board of Management.
21. The Board shall consist of the minimum number of three to a maximum number of six (6)

directors or as specified in the articles of continuance. 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.

22. Directors must be individuals, eighteen (18) years of age, with power under law to contract. Directors shall be Canadian citizens ordinarily resident in Canada. A Director may be elected from any one of the following membership categories: League Convener, Team Representative, Referee, Player or Honourary Affiliate.
23. Provided a candidate is available from such region, the Board of Management shall consist of directors elected from any 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) by the eligible voting membership at large.
24. 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.
25. Votes for directors may be received in person, by mail, email, or other electronic means.
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 has been declared incapable by a court in Canada or in another country;
  - 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.

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of management by majority vote, may, by appointment, fill the vacancy until the corporation's next annual meeting.

27. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his 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 OF MANAGEMENT**

28. The board of management of the corporation shall administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into 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 charter or otherwise authorized to exercise and do.
29. The board of management shall empower the president or his designate to authorize expenditures on behalf of the corporation from time to time and who may employ and pay salaries to employees. The board of management shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of management may prescribe.

The board of management is hereby authorized, from time to time:

- a) to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of management in its discretion may deem expedient;
  - b) to limit or increase the amount to be borrowed;
  - c) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of management;
  - d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
30. The board of management shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements,

bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

31. The board of management may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of management at the time of such appointment.
32. The board of management 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.
33. Remuneration for all officers, agents and committee members shall be fixed by the board of management by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

#### **BOARD OF MANAGEMENT (DIRECTORS) MEETINGS**

34. Meetings of the Board may be held at any place within or outside Canada to be determined by the Board.
35. 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. 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.
36. 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.
37. A majority of the number of directors or minimum number of directors required by the articles 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, if authorized under paragraph 20 by electronic means.
38. 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 he shall exercise his casting vote.

39. 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.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

40. Except as otherwise provided in the Act, no director or officer for the time being 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 unless the same shall happen by or through the director's or officer's own willful neglect or default.
41. 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 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 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.

## **OFFICERS**

42. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties, such as Executive Committee member 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. Two or more offices may be held by the same person.
43. Unless otherwise specified by the Board of management, (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the corporation shall be a chairman, president, secretary, treasurer and any such other officers as the board of management may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, or members.
44. The chairman shall be elected at the annual Executive Committee. Other than the required officers of the corporation, shall be appointed by resolution of the board of management at the first meeting of the board of management following an annual meeting of members, provided that the president secretary treasurer are present.
45. Other than the office of the president, treasurer and the secretary, who shall be a full-time employee of the corporation, the officers of the corporation shall hold office for four (4) year(s) 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 of management at any time.

## **DUTIES OF OFFICERS**

46. The chairman shall preside at all meetings of the members of the corporation and of the board of management. He shall see that all orders and resolutions of the board of management are carried into effect. The vice-chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman and shall perform such other duties as shall from time to time be imposed upon him by the board of management.
47. The president shall have the general and active management of the affairs of the corporation.
48. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation. He shall also perform such other duties as may from time to time be directed by the board of management.

49. The secretary shall carry out his 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. He shall give or cause to be given notice of all meetings of the members and of the board of management, and shall perform such other duties as may be prescribed by the board of management or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of management to do so and to such person or persons as may be named in the resolution.
50. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of management requires of them.

### **COMMITTEES**

51. Subject to section 138(2) of the Act, the board of management may appoint committees whose members will hold their offices at the will of the board of management and delegate such powers of the board as it deems fit to such committees. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

### **EXECUTIVE COMMITTEE**

52. There shall be an executive committee composed of directors who shall be appointed by the board of management, but shall include the chairman, the president, secretary, treasurer, the immediate past-chairman and the vice-chairman. During the intervals between meetings of the board of management the executive committee shall possess and may exercise all the powers of the board of management in the direction of the affairs of the corporation, save and except only such acts as must by law be performed by the board of management or as otherwise limited by the board of management. Any executive committee member may be removed by a majority vote of the board of management. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
53. 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 14 days prior to the meeting. (No less than 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.

### **EXECUTION OF DOCUMENTS**

54. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by the president and/or 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 of management 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 board of management may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. 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 of management.

### **MINUTES OF BOARD OF MANAGEMENT (AND EXECUTIVE COMMITTEE)**

55. The minutes of the board of management (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 of management, each of whom shall receive a copy of such minutes.

### **FINANCIAL YEAR**

56. Unless otherwise ordered by the board of management, the fiscal year end of the corporation shall be May 31<sup>st</sup>.

### **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 of management may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of management.

### **BOOKS AND RECORDS**

58. The board of management 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 of Management 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 change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

ENACTED this                    day of,        2013

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President

\_\_\_\_\_  
Secretary

