

**By-laws of Canadian Adapted Hockey Alliance/Alliance Canadienne de Hockey Adapté
(CAHA/ACHA/ACHA)**

**By-law relating generally to the transaction of the business
and affairs of the Canadian Adapted Hockey Alliance**

IT IS ENACTED as a by-law of the Canadian Adapted Hockey Alliance/ Alliance Canadienne de Hockey Adapté (CAHA/ACHA/ACHA) as follows:

1. DEFINITION

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 (Member Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

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

“Registered Member” refers to a club, team, or organization that has completed the membership application package and has been granted acceptance into CAHA/ACHA, thereby receiving the right to execute one (1) vote at any meeting of the members.

“Honorary Member” refers to a person who has been granted “membership” into CAHA/ACHA for the purposes of promotion or advancement of the organization but whom does not have the right to vote.

2. INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. PURPOSES

These By-laws (referred to as the “Bylaws”) govern the affairs of the Canadian Adapted Hockey Alliance (hereinafter referred to as “CAHA/ACHA”). The Organization has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the following (the “Purposes”):

- a) To encourage the formation of special/adapted hockey programs nationally;
- b) To educate, motivate and encourage, individuals, with cognitive and/or physical disabilities to participate in the sport of ice hockey in an environment that is adapted to the level of ability of the participating athletes;
- c) To integrate people with disabilities within our respective communities in order to promote awareness of empowering individuals with disabilities;
- d) To use the game of hockey to assist individuals with disabilities in developing characteristics such as independence, self-reliance, confidence, concentration, sportsmanship, a willingness to share, & personal accountability within a team environment, which will help the individuals become more successful both within and outside a hockey environment;
- e) To educate the general public about and encourage participation in disabled sports and special hockey in particular and to promote awareness of the challenges, and needs of persons who have cognitive and/or physical disabilities.

4. HEAD OFFICE

The head office of CAHA/ACHA shall be located at: 146 Post Road in the City of Ottawa, in the Province of Ontario, Canada, and at such place there as the board of directors (the “Board”) may from time to time determine

5. ORGANIZATION

The CAHA/ACHA shall be a non-profit corporation organized under the Canadian Corporations Act S.C. 1970 c. C-32 (the “Act”).

6. NOT FOR PROFIT

No Member of CAHA/ACHA shall (except for repayment of expenses incurred on behalf of CAHA/ACHA) receive any of the income of CAHA/ACHA and the activities of the organization shall be carried on without a view to profit.

7. DISSOLUTION

On dissolution of CAHA/ACHA, the net assets remaining after payment of all debts shall be transferred to the member teams. Such distribution will be made in accordance with applicable provisions of provincial & federal law.

8. FISCAL YEAR

The fiscal year of the CAHA/ACHA shall commence the first day of June and end on the last day of May in each year or such other date that may be determined from time to time by the Board of Directors.

9. CORPORATE SEAL

The Board may adopt, use, and alter at will a corporate seal. Such seal shall be kept at the Head Office of the CAHA/ACHA. Failure to affix the seal to CAHA/ACHA instruments however shall not affect the validity of any such instrument.

10. CORPORATE LOGO

The Board may adopt, use and alter at will, a corporate logo (the "Logo"). The Board shall have the right to approve and/or disapprove the use of the Logo by any Registered Member organizations, or any other organization. The Logo will be a registered trade mark of the CAHA/ACHA. Any Registered Member wishing to add the corporate logo to their team jerseys must purchase the crests directly from CAHA/ACHA/ACHA. Registered Members may use the corporate logo on their websites, social media, and in promotional materials at the discretion of the CAHA/ACHA/ACHA Board of Directors.

11. MEMBER LOGOS

Each Registered Member can adopt a logo as their organization's own identifying logo, subject to the following conditions:

- a) The CAHA/ACHA shall have the right to approve and/or disapprove any logo used by a new Registered Member. New Registered Members shall submit a copy of their proposed logo to the CAHA/ACHA for approval, prior to using said logo.
- b) The Board shall have the right to terminate any Registered Member membership in the CAHA/ACHA if that Member continues to use any logo, thirty (30) days after being notified by the Board that the logo has not been approved by the CAHA/ACHA
- c) Teams which have been functioning prior to the CAHA/ACHA initiative shall be exempt from this requirement.

12. BOARD GENERAL DUTIES

The business and affairs of the CAHA/ACHA shall be managed by the Board of Directors acting to promote the CAHA/ACHA's purposes and within the scope of the powers granted herein. Powers of the Board include, but are not limited to:

- a) Planning and policy development;
- b) Financial management;
- c) Management of corporate documents and resolutions;
- d) Fund Raising;
- e) Coordination of programs between Member clubs, teams and organizations;
- f) Assessment and collection of Member registrations;
- g) Public relations and Marketing;
- h) Establishment and amendment of national policies and guidelines for Members to comply with in performing the Organization's Purpose and policy; and
- i) Promotion of the Organization's Purposes and the creation or licensing of such organizations as the Board shall deem necessary to carry out such purposes.

13. NUMBERS & TERMS, BOARD

The affairs of CAHA/ACHA shall be managed by a board of directors (the "Board") which shall be a minimum of five (5) director(s) and a maximum of 23 directors (the "Directors"). Said directors shall be elected to hold office until such time as their term of office terminates, or until a successor shall have been duly elected.

In order for an individual to qualify to serve as a Director's they:

- i) Must be of a sound mind;
- ii) Must not be an un-discharged bankrupt pursuant to the bankruptcy and insolvency laws of Canada or any other jurisdiction;
- iii) Must be over the legal age of 18 years old and
- iv) Must be a Canadian Citizen.

Following the initial appointment or election of the Directors, each Director shall submit a brief resume or portfolio which shall be included in CAHA/ACHA Records and will be posted on the website. The Board may, from time to time, create other qualifications for Directors relating to the mission of the CAHA/ACHA.

Directors shall be elected for a term of one (1) year;

Directors shall be eligible for re-election to the Board for four (4) further one (1) year terms. No Director shall serve more than five (5) consecutive one (1) year terms. A Director who has served five (5) consecutive years on the Board shall not be eligible for re-election or appointment to the Board without first being off the Board for a minimum of one (1) year.

The Directors shall be elected subject to the following:

- (i) Except as otherwise set out herein there shall be at least one (1) Director from each province or territory of Canada that has team in the CAHA/ACHA and such team must be in good standing at all times throughout the Directors term on the board. In the event that a province or territory has more than one CAHA/ACHA team, the representatives from each team in that province or territory shall chose from among themselves one (1) Director to serve on the CAHA/ACHA board as their provincial/territorial representative with the exception of Ontario which may choose up to three (3) Directors to cover Ontario East, South and North/West. Election of Members-at-Large shall be limited to 3. See clause 25 regarding Founding Directors.
- (ii) A Director may be removed from office if at least two thirds 2/3 of the CAHA/ACHA teams in the province or territory from which the Director was elected pass a resolution to remove a Director prior to the expiration of that Director's term of office; and
- (iii) Notwithstanding Section 13 (e) (i) hereof, if there are less than three (3) provinces or territories with teams in the CAHA/ACHA then until such time as there are at least three (3) provinces or territories with teams in the CAHA/ACHA vacancies on the Board of Directors may be filled by a province or territory that has already appointed a representative to the Board of Directors.

A Director of CAHA/ACHA shall be removed if the Director:

- o Becomes Bankrupt pursuant to the terms and provisions of the Bankruptcy and Insolvency Act R.S.C. 1985, c. B-3 or other similar legislation;
- o Becomes of unsound mind;
- o Resigns office by notice in writing to CAHA/ACHA;
- o Ceases to be a Canadian Citizen;

- Has been absent, without being excused by resolution of the Board, from four consecutive meetings of the Board;
- Is replaced or no longer eligible to serve as a Director pursuant to Section 11; or
- Is removed by a special resolution of the Members pursuant to the terms and provisions of the Act

14. QUORUM AND MEETING, BOARD

A majority of the Directors shall form a quorum for the transaction of business. The Board may hold its meetings at the head office of CAHA/ACHA or at any place or places as it may, from time to time, determine not less than twice per fiscal year. No formal notice of any such meeting is necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Board may be formally called by the president, a vice-president or by any two Directors or by the secretary on direction of any of these officers. Notice of such meetings shall be delivered, telephoned, faxed, e-mailed to each Director not less than fifteen (15) days before the meeting is to take place. The declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of CAHA/ACHA. The Board may consider or transact any business, either special or general, at any meeting of the Board. The CAHA/ACHA will to the extent possible make directors meetings available over the internet or by other electronic means. A meeting may take place by conference call or via email thread.

15. ERRORS IN NOTICE, BOARD

No error or omission in giving the notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting and any director may, at any time, waive notice of the meeting and may ratify and approve of any or all proceedings taken or had at the meeting.

16. VOTING, BOARD

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

17. POWERS OF DIRECTORS

The Board shall have full power with respect to all affairs of CAHA/ACHA and, subject to the provisions of paragraph 35, no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the members of CAHA/ACHA in order to become valid or to bind CAHA/ACHA. Without limiting the generality of the powers of the Board as set out in this paragraph 7, the Board shall have the power to pass without any confirmation by the members all necessary rules and regulations related in any way to the operations of CAHA/ACHA, including, without limitation, conduct of

Members and guests, rules of order for meetings and all other aspects of operation, occupation and leasing of the premises of CAHA/ACHA.

18. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as directors, but shall be entitled to compensation for any expenses incurred by them upon proof of such expenses as per the policy guidelines established at the first meeting of the board.

19. COMMITTEES

The Board may appoint such committees as it, from time to time, considers advisable.

20. POWER OF COMMITTEES

No committee shall have the power to act for or on behalf of CAHA/ACHA or otherwise commit or bind CAHA/ACHA to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time to time, direct.

21. MEMBERSHIP ON COMMITTEES

Members of committees shall be appointed by, and hold office at the pleasure of, the Board.

22. REPORTS OF COMMITTEES

Each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

23. OFFICERS

There shall be a president, one or more vice-presidents, a secretary, a treasurer, or in lieu of a secretary and a treasurer, a secretary-treasurer, and such other officers as the Board may determine from time to time. No person may hold more than one office (except for the offices of secretary and treasurer). All the officers shall be elected by the Board from among their number at the first meeting of the Board after each election of Directors. Officers shall hold office until their successors are elected. Any other officers or officials of CAHA/ACHA need not be members of the Board nor Members of CAHA/ACHA and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board. The board shall consist of not fewer than 5 (five) and not be greater than 23 directors.

24. HONORARY OFFICERS

The Board may from time to time appoint such honorary officers as they may consider appropriate.

25. FOUNDING DIRECTOR(S)

A Founding Director is an original founder of CAHA/ACHA and will remain as a member of the board of directors until such time as they fit to resign their position or on the occasion of their death. They will serve continuously with full voting privileges for the term of their own choosing. Once a Founding Director retires or resigns they will not be replaced.

26. DUTIES OF PRESIDENT AND VICE-PRESIDENT

The president shall, when present, preside as chair at all meetings of the Members of CAHA/ACHA and the Board. The president, subject to the authority of the Board, shall have general supervision of the affairs and business of CAHA/ACHA. The president, with the secretary, or other officers appointed by the Board for the purpose, shall sign all by-laws. The president shall be, *ex officio*, a member of all committees. The president shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the president, the president's duties and powers may be exercised by the vice-presidents in order of seniority, as determined by the Board, or such other director as the Board may, from

time to time, appoint for the purpose, and if a vice-president, or such other director shall exercise any such duty or power, the absence or inability of the president shall be presumed with reference to it.

27. DUTIES OF SECRETARY

The secretary shall be, *ex officio*, clerk of the Board who shall:

- a) Attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes,
- b) Give all notices required to be given to Members and to Directors; and
- c) Perform such other duties as may from time to time be determined by the Board.

28. DUTIES OF TREASURER

The treasurer shall:

- a) Ensure that full and accurate accounts of all receipts and disbursements of CAHA/ACHA are kept in proper books of account and shall ensure that all moneys or other valuable effects in the name and to the credit of CAHA/ACHA are deposited in such bank or banks as may from time to time be designated by the Board,
- b) Ensure that the disbursement of the funds of CAHA/ACHA under the direction of the Board is properly carried out and that proper vouchers for the funds are received and shall render to the Board at its regular meetings or whenever required, an account of all transactions and of the financial position of CAHA/ACHA, and
- c) Ensure financial statements are prepared by an external firm on an annual basis at an appropriate level (notice to reader, audited etc.) determined by the board. This process will include reconciling the organizations bank statements annually, and the presentation of financial reports at meetings of the members and the audit at the annual general meeting.
- d) Perform such other duties as may, from time to time, be determined by the Board.

29. DUTIES OF OTHER OFFICERS

The duties of all other officers of CAHA/ACHA shall be determined by the Board from time to time.

30. EXECUTIVE DIRECTOR

The Board may, from time to time, appoint a Executive Director and may delegate to that person the authority to manage and direct the business and offices of CAHA/ACHA as the Board may, from time to time, determine (except for the matters and duties as must, by law, be transacted or performed by the Board or by the members). The Executive Director shall report on the affairs of CAHA/ACHA as may be required, from time to time, by the Board.

31. EXECUTION OF DOCUMENTS

- a) Licences, contracts and engagements on behalf of CAHA/ACHA shall be signed by both the president and any other Officer or by any other persons authorized in writing by the Board.
- b) Contracts in the ordinary course of CAHA/ACHA operations may be entered into on behalf of CAHA/ACHA by both the president or by any other persons authorized in writing by the Board.

- c) In spite of any provisions to the contrary contained in the by-laws of CAHA/ACHA, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of CAHA/ACHA may or shall be executed.

32. TRUSTEES

The Board may, by resolution, appoint trustees to hold the property of CAHA/ACHA in trust for CAHA/ACHA and may determine the terms of any such trust. Any persons authorized by the Board to do so may execute any such trust agreement on behalf of CAHA/ACHA.

33. BOOKS, RECORDS, AND REPORTS

The Board shall see that all necessary books and records of CAHA/ACHA required by the by-laws of CAHA/ACHA or by any applicable statute or law are regularly and properly kept. Said documents remain the property of CAHA/ACHA and shall be surrendered when requested.

34. MEMBERS

There shall be two classes of Members, as follows:

Registered Members: Membership in CAHA/ACHA shall be available to hockey teams/organizations that support individuals with cognitive and/or physical disabilities and whose application for admission as a Registered Member has received the approval of the Board. The Board may also pass membership rules, providing, among other things for the admission of Registered Members. Each Registered Member shall be promptly informed by the Secretary of their admission as a member. Each team or organization will appoint one individual from their number to serve as the Registered Member and cast votes at any meetings of the Registered Members. Each team or organization will notify in writing the name and email address of their respective appointee. From time to time each team or organization may change their respective appointee by delivery written notification of such change to the Board.

Honorary Members: persons who have made significant contributions to adapted /special hockey and have furthered the object of the CAHA/ACHA may be admitted as Honorary Members by the Board.

35. RIGHTS, DUTIES AND REMOVAL OF MEMBERS

- a) Subject to the provisions herein, each Registered Member shall have one (1) vote on each question arising at any special or general meeting of the members of CAHA/ACHA. Honorary Members shall have no vote.
- b) Any Registered or Honorary Member may be removed as a member upon resolutions passed by a two-thirds majority vote of the Directors present and voting at a meeting of the Board called for that purpose.

36. MEMBERSHIP DUES

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be member of CAHA/ACHA and thereby forfeit all membership rights.

37. TERMINATION OF MEMBERSHIP

A membership in CAHA/ACHA is terminated when:

- a) the member club is dissolved;
- b) a member fails to maintain any qualifications for membership described in the membership application;

- c) the member club resigns by delivering a written resignation to the chair of the Board of CAHA/ACHA in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires;
- f) the member's annual dues are unpaid;
- g) the Corporation CAHA/ACHA is liquidated or dissolved under the Act.

38. EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of CAHA/ACHA, and the right to vote automatically cease to exist.

39. DISCIPLINE OF MEMBERS

The board shall have the authority to suspend or expel any Registered Member from CAHA/ACHA, by a vote of a majority (2/3rds) of the board of whom at least a majority (2/3rds) must be present (either in person or via electronic means) in order for the vote to take place, for any one or more of the following grounds, which must be presented to the member in writing and one week prior to the vote:

- a) violating any provision of the articles, by-laws, or written policies of CAHA/ACHA;
- b) carrying out any conduct which may be detrimental to CAHA/ACHA 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 CAHA/ACHA.

In the event that the board determines that a member should be expelled or suspended from membership in CAHA/ACHA, the president, or such other officer as may be designated by the board, shall provide seven (7) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion in writing. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such 7 (seven) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in CAHA/ACHA. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such decision with a further 14 (fourteen) days from the date of receipt of the submissions, The board's decision shall be final and binding on the member, without any further right of appeal.

40. ANNUAL AND OTHER MEETINGS OF MEMBERS

- a) The annual or any other general meeting of the Members shall be held at the head office of CAHA/ACHA or elsewhere as the Board may determine and on such day as the Board shall appoint. The CAHA/ACHA will to the extent possible make Annual Meetings accessible to the majority of members.
- b) At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board, the financial statement and report of the auditors (if applicable) shall be presented, and subject to the terms herein, a new slate of Director(s) shall be elected. The Regular Members may consider and transact any business either special or general with ample notice given to the Secretary for preparation of the agenda at any meeting of the Regular Members. The Board or the president or a vice-president shall have the power to call at any time, a

general meeting of the Members of CAHA/ACHA. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail or e-mail ten days or more before the time fixed for the holding of the meeting.

41. ERROR OR OMISSION IN NOTICE

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 CAHA/ACHA shall invalidate the meeting or make void any proceedings taken at it and any Member may at any time waive notice of any of these meetings and may ratify any proceedings of the meeting. For the purpose of sending notice to any Member or Director for any meeting or otherwise, the address of any member or director shall be at the person's last address recorded on the books of CAHA/ACHA.

42. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of Members shall consist of at least 2/3rds of the Regular Members present in person or represented by proxy. Voting may not take place without a quorum.

43. PROXY

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Registered Member is entitled to vote, every Registered Member and/or person appointed by proxy to represent one or more Members and/or individual so authorized to represent a Member, who is present in person, shall have one (1) vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters patent, by-laws or other constraining documents every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each Member entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the Registered Member authorized in writing.

A person appointed by proxy must be a Registered Member.

A proxy may be in the following form:

The undersigned member of Canadian Adapted Hockey Alliance (CAHA/ACHA) hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the Members of the said organization to be held on the _____ day of _____, 20____ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ____ day of _____, 20____.

44. VOTING OF MEMBERS

- a) Each Registered Member shall at all meetings of members be entitled to one vote.

- b) At all meetings of Members every question shall be decided by a majority of the votes of the Registered Members present and voting in person unless otherwise required by the by-laws of CAHA/ACHA, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Registered Member. Upon a show of hands, every Registered Member shall have one (1) vote, and unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of CAHA/ACHA shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Registered Members present in person or by proxy, and the poll shall be taken in such manner as the chair of the meeting shall direct and the result of the poll shall be deemed the decision of the Members in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair of the meeting shall be entitled to a second or casting vote.

45. PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If CAHA/ACHA chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by mean of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting, Notwithstanding any other provision of the by-law, any person participating in a meeting of members pursuant to the is section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that CAHA/ACHA has made available for that purpose.

46. MEMBERS' MEETINGS HELD ENTIRELY BY ELECTRONIC MEANS

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

47. ADJOURNMENTS

Any meetings of CAHA/ACHA or of the Board may be adjourned to any time and from time to time and the business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment. The adjournment may be made in spite of no quorum being present.

48. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of CAHA/ACHA shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of CAHA/ACHA signed by the officer or officers, agent or agents of CAHA/ACHA and in the manner as shall from time to time be determined by resolution of the Board and the authority may be general or confined to specific instances. The institutions which may be selected as custodians of CAHA/ACHA shall be fully protected in acting in accordance with the directors of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

49. BANKING

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CAHA/ACHA shall be signed by the officer or officers, agent or agents of CAHA/ACHA and in the manner as shall from time to time be determined by resolution of the Board and any two of the officers or agents may alone endorse notes and drafts for collection on account of

CAHA/ACHA through its bankers, and endorse notes and cheques for deposit with CAHA/ACHA's bankers for the credit of CAHA/ACHA. Any two of the officers or agents appointed may arrange, settle, balance and certify all books and accounts between CAHA/ACHA and CAHA/ACHA's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips. This arrangement also includes the use of a credit card facility for the sole purpose of accounting CAHA/ACHA expenditures should it be required.

50. NOTICE

Whenever under the provisions of the by-laws of CAHA/ACHA notice is required to be given, unless otherwise provided in this by-law, the notice may be given either personally or by depositing it in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the director, officer or member at the address as it appears on the books of CAHA/ACHA. A notice or other document sent by post shall be held to be sent at the time when it was deposited in a post office or public letterbox. For the purpose of sending any notice the address of any member, director, or officer shall be the last address of such person as recorded on the books of CAHA/ACHA. Any person entitled to receive any notice may waive the notice either before or after the meeting to which the notice refers. If such notice is sent via a telephonic, electronic means (email account/fax) at such individuals recorded address for that purpose, then notice is deemed to have been delivered when dispatched. The declaration of the secretary, board member or director shall be sufficient and conclusive evidence of the giving of such notice.

51. INDEMNIFICATION OF DIRECTORS AND OFFICERS

All directors or officers and their heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified out of the funds of CAHA/ACHA, from:

- a) All costs whatsoever that the person incurs in any proceeding that is brought against the person for anything whatsoever, made, done or permitted by the person in the execution of the duties of the office; and
- b) All other costs that the person incurs in or in relation to the affairs of CAHA/ACHA, except the costs occasioned by the person's own wilful neglect. Said costs are inclusive of mileage at the posted rate, accommodation expense as determined by the Board, per diem rate as established by the Board in the case of overnight travel/meals, airfare as approved by the Board and any other expense as approved by the Board.

52. DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of CAHA/ACHA arising out of or related to the articles or by-laws, or out of any aspect of the operations of CAHA/ACHA is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, or volunteers of CAHA/ACHA as set out in the articles, by-laws of the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoint one mediator, the other party (or if applicable the board of CAHA/ACHA) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.

- iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in the province of Ontario where the registered office of CAHA/ACHA is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- iv) All cost of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

53. AMENDMENT

The Board may, by resolution, amend, repeal or re-enact any by-law of CAHA/ACHA and any amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a general meeting of the members called for that purpose, is effective only until the next annual meeting of the members unless confirmed at it, and in default of confirmation at it, ceases to have effect at and from that time.

ADOPTION OF BY-LAWS

We, the undersigned, are all of the initial Directors of the Canadian Adapted Hockey Alliance (CAHA/ACHA), and we consent to, and hereby do, adopt the foregoing By-laws, consisting of twelve (12) preceding pages as the By-Laws of this Organization.

_____ Dated: _____
Cam Linwood

_____ Dated: _____
James Murphy

_____ Dated: _____
Shana Perkins

_____ Dated: _____
James Perkins

_____ Dated: _____
Paul Saunders