

PowerHockey

Canada

VISION:

To enable Canadian men and women with disabilities to achieve long term participation and sporting excellence in the sport of power hockey with a sustainable program nationally.

MISSION:

To contribute to the health and well-being of men and women with disabilities by developing, promoting and providing opportunities to participate in the sport of power hockey, from grassroots development to an elite level throughout Canada. And through sport, develop an environment and empowering attitude that promotes inclusion, collaboration, teamwork, and self-efficacy.

CORE VALUES:

Teamwork – Building relationships and working together to develop the strengths and abilities of all individuals.

Encouragement – Believing in everyone's abilities, recognizing the opportunity to improve and supporting each other to reach new goals.

Accessibility – Creating safe, welcoming and inclusive environments without barriers.

Mentorship – Developing leaders through the sharing of knowledge, skills, and abilities in order to foster growth and development.

POWERHOCKEY CANADA

(the "Corporation")

BY-LAWS No. 1

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Article I. General

Section 1.01

Terms and provisions in these Bylaws shall be construed and interpreted in accordance with 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.

Section 1.02

In these Bylaws, unless otherwise provided, the following words or phrases shall have the following meanings:

- a) "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;
- b) "Annual General Meeting" means the annual general meeting required by the Corporations Act and more particularly described in these Bylaws;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) "Corporation" means the PowerHockey Canada, and may from time to time be referred to as the "PHC";
- e) "Board" means the Board of Directors elected pursuant to these Bylaws;
- f) "Bylaws" means the Bylaws of the Corporation, as amended from time to time;
- g) "Director" means a person elected or appointed to the Board;
- h) "Dues" mean the annual dues payable by Members, as determined in accordance with these Bylaws;
- i) "Employee" means any employee, volunteer, or other person involved with the Corporation's activities under the direction of the Corporation, and includes full-time, part-time, and casual employees, and coaches;
- j) "Executive Committee" means the Executive Committee of the Board of Directors, comprising those Officers appointed pursuant to these Bylaws;
- k) "Male" and "Female" includes boys and men, girls and women regardless of age;
- l) "General Meeting" includes but is not limited to the Annual General Meeting, and means a general meeting of the Members of the Corporation of which not less than 21 days' notice has been given to all Members of the Corporation entitled to such notice, in accordance with these Bylaws;
- m) "Member" means a member of the Corporation and includes any type or category of member referred to in these Bylaws;
- n) "Natural person" includes an individual but does not include a partnership, corporation, body corporate, trustee, executor, administrator, or legal representative;
- o) "Officer" means any Officer appointed or elected pursuant to these Bylaws;
- p) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- q) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- r) "Register" means the register maintained by the Corporation containing the names of the Members of the Corporation, including addresses and other relevant information;
- s) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time
- t) "Seal" means the corporate seal of the Corporation or any official facsimile or electronic transmission of the same; and
- u) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, if entitled to vote, do vote in person or by proxy, provided that not less than 21 days' Notice of the proposed Special Resolution has been given to all Members of the Corporation entitled to such Notice in accordance with these Bylaws.

Section 1.03

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 in 1.02 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section 1.04

The headings and table of contents used in these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Bylaw nor to be deemed in any way to qualify, modify, limit, or explain the meaning or effect of any terms or provisions in these Bylaws.

Section 1.05

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 secretary of the Corporation shall be the custodian of the corporate seal.

Section 1.06

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 1.07

The financial year end of the Corporation shall be June 30th as determined by the board of directors.

Section 1.08

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Section 1.09

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172{1} (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172{1} are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 1.10

The operations of the Corporation will be carried on in Canada, or the world, as may benefit the Members of the Corporation.

Section 1.11

The Board may from time to time authorize any Director or Officer or any other person or persons on behalf of the Corporation to sign and deliver contracts, documents, or instruments in writing and deliver the same manually, by facsimile, or electronically, with or without the Corporation's seal, and all such contracts, documents, or instruments in writing shall be binding upon the Corporation without any further authorization or act.

Article II. Corporation Objects

Section 2.01

PowerHockey Canada is guided by the following objectives and activities:

1. Environment

- a. To develop an environment conducive to increasing new and sustained participation in power hockey by Canadians of all ages and abilities.
- b. To enable disabled Canadians access to an environment where they make friends, learn how to play as part of a team, and get involved in competitive sport to contribute to their overall health and success throughout life.
- c. To enhance the inclusion of Canadians with disabilities in pre-existing community-based power hockey programs.
- d. To support key partners to develop and increase sustainable and accessible power hockey opportunities for Canadians with disabilities.

2. Sport Structure

- a. To develop power hockey pathways for Canadians with disabilities.
- b. Ensure that the pathways and opportunities that already exist for Canadians with disabilities in power hockey are identified.
- c. Ensure that competitive opportunities for Canadian athletes with disabilities are available.
- d. Ensure that talented Canadian athletes with disabilities are identified and their development supported.

3. Training

- a. Through skill development and knowledge translation, enable the disability and sporting community to effectively deliver power hockey programs for Canadians with disabilities.
- b. To source, provide and/or design high quality training programs for athletes and coaches to satisfy current and evolving training needs identified within the structure of PowerHockey programs.

4. Empowerment

- a. To empower Canadians with disabilities to take a full and active role within power hockey.
- b. To empower Canadians with disabilities to participate in sports throughout life as part of the long term player development model such that they will live longer healthier lives.
- c. To increase the number of Canadians with disabilities with the skills, knowledge and opportunities to take a full and active role within any aspect of the power hockey industry.

5. Education

- a. To provide coaches and volunteers with education and training opportunities specific to Canadians, disability and sport.
- b. Ensure that Canadians with disabilities have improved access to formal qualifications in the sport of power hockey.

6. Media

- a. To increase awareness and understanding of power hockey, sport and healthy activities for Canadians with disabilities.
- b. Raise the profile of power hockey, sport and healthy activities for Canadians with disabilities in Canada.

Article III. Membership

Section 3.01

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Class A members and Class B members. Voting Members and non-voting members of the Corporation are hereinafter referred to as "**members**". The following conditions of membership shall apply:

Class A Members

- a) Class A voting membership shall be available only to those natural persons who have a desire to assist in the promotion of the objectives of the Corporation and who have applied and have been accepted for Class A voting membership in the Corporation by unanimous vote of all Class A Members. Paul R Desaulniers, Alexander M McLean, Meghan E Hines, and Emmett S Britton shall be the sole Class A members of the Corporation at the time of incorporation and the execution of these by-laws No. 1
- b) The term of membership of a Class A voting member shall be permanent, subject to termination only by death or voluntary resignation of the holder of this membership class.
- c) As set out in the articles, each Class A voting member shall be entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one
(1) vote at such meetings.

Class B Members

- a) Class B non-voting membership shall be available only to persons, interested groups, or Corporations interested in furthering the Corporation's purposes and who have applied and have been accepted for Class B non-voting membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.
- b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

Section 3.02

Membership year will be July 1-June 30. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

Section 3.03

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) a member fails to maintain any qualification for membership described in Section 2.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.04

The board shall have authority to suspend or expel any member from 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; or
- 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.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. 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 twenty (20) day period. All rights and privileges of the member are suspended immediately until an appeal is filed within the twenty (20) days' notice. 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 the Corporation. 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 final decision within a further twenty (20) 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.

Section 3.05

On July 1 of each calendar year, all current Members are deemed to elect to continue as Members of the Corporation for the next fiscal year, without further application or payment of Dues, notwithstanding any other provision of these Bylaws.

Section 3.06

The Executive Committee may suspend any Member for any cause which the Board in its sole discretion may deem reasonable. All rights and privileges of such Member (including, without limiting the foregoing, rights of Notice or Voting under these Bylaws) shall be suspended with immediate effect. The Corporation shall forthwith send a Notice of Suspension, and the reasons for the suspension, to the suspended Member. Any Member who is suspended under this section may, by written Notice of Appeal received by the Secretary within 14 days of the sending of the Notice of Suspension, require the Executive Committee to bring a motion before a General Meeting for ratification of the suspension. Within 45 days of receipt of the Notice of Appeal by an Officer of the Corporation, the Board shall call a General Meeting at which the Members in attendance and entitled to vote may, by simple majority vote in favour of a motion, do any of the following:

- a) reinstate the Member;
- b) ratify the suspension; or
- c) terminate the Member's membership.

Section 3.07

Any Member, or the Board, may upon 21 days' Notice given in accordance with these Bylaws, bring a motion before a General Meeting for the immediate or retroactive termination of any Member. The Members in attendance and entitled to vote at that General Meeting may, by simple majority vote in favour of a motion, do any of the following:

- a) dismiss the motion;
- b) suspend the Member; or
- c) terminate the Member's membership.

Register of Members

Section 3.08

A Register shall be kept by the Corporation containing the names of the applicants for incorporation of the Corporation, and the name of every other person admitted to Membership in the Corporation, together with the following particulars of each

Member:

- a) full name and residential address or registered corporate address;
- b) date of admission as a Member;
- c) date of ceasing to be a Member; and
- d) type of Membership.

The Register shall be updated to reflect all additions, suspensions, and terminations of Members.

The Register shall be kept securely at the registered office of the Corporation and shall not be disclosed to any person except in accordance with these Bylaws or as otherwise required by law.

Section 3.09

Any Member may inspect the Register at the registered office of the Corporation, without payment of a fee, during the regular business hours of the Corporation. Any member may request a copy of the Register and, upon payment of a fee not exceeding \$0.25 per 100 words, is entitled to receipt of a copy of the Register.

Section 3.10

Information contained in the Register is the personal information of the Members listed there and shall not be collected, retained, or disclosed except in accordance with these Bylaws and the laws of Canada. By application for Membership and by acceptance of that Membership, each Member consents to this collection, retention, and disclosure of personal information. Neither the Corporation nor any Member may use any information contained in the Register except for matters relating to the affairs of the Corporation. Any Member who uses personal information for purposes not related to the affairs of the Corporation shall be immediately terminated as a Member, without Notice or further action by the Corporation, such termination being a non-exclusive remedy and in addition to any other remedy that may exist at law.

Article IV. Dues

Section 4.01

Dues payable by each Member shall be determined by the Board at its sole discretion, and shall be payable starting January 1 of each fiscal year.

Dues are non-refundable, except as otherwise directed by the Board at its sole discretion.

No interest is payable in respect of unpaid dues, and no monetary action lies against any Member for the recovery of any unpaid dues.

Article V. Membership Meetings

Section 5.01

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation 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 at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Section 5.02

All General Meetings shall be considered private meetings of the Members of the Corporation, and shall not be open to the media, the public, or to any non-Member, unless the Board directs otherwise or unless otherwise required by these Bylaws or at law.

Section 5.03

Each General Meeting of the Members must be presided over by a Chairperson. If the President is in attendance at the General Meeting, the President shall be the Chairperson. If the President is not in attendance, the Vice President shall be the Chairperson. If neither the President nor the Vice President is in attendance, the Directors in attendance shall appoint one of their numbers to be the Chairperson. If no Directors are in attendance, the Members in attendance at the meeting may elect a Chairperson from among their number, provided that Chairperson must be a natural person and a Member in good standing and entitled to vote at that General Meeting. If no eligible Chairperson is appointed or elected pursuant to this section, the meeting may not proceed.

Section 5.04

The Chairperson at a General Meeting shall be responsible for counting quorum, commencing the business of the meeting, directing the order of business to be transacted at the meeting, calling for discussion, motions, seconding, and voting on the business of the meeting, counting and reporting the results of any vote, and adjourning and reconvening the General Meeting as necessary and in accordance with these Bylaws.

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 5.05

The Secretary shall be the secretary of all General Meetings. In the Secretary's absence, the Chairperson may appoint the secretary of the meeting. The secretary of each General Meeting is responsible to keep accurate minutes of the meeting, including attendance, and return the minutes to the Chairperson within a reasonable time of the conclusion or adjournment of the meeting.

Section 5.06

No business shall be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business, and throughout the time that business is transacted. In the event of a loss of quorum, the General Meeting may be adjourned until quorum is re-established, but may not proceed with any business while no quorum is present.

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Members who are suspended for non-payment of fees are not counted for the purposes of determining quorum.

Annual General Meeting

Section 5.07

The Board shall convene an Annual General Meeting of the Corporation to be held by September 30 of each calendar year, and wherever otherwise required by these Bylaws and the Corporation Act.

A corporation is required to hold a members meeting within 18 months of the date the corporation comes into existence. After that, annual meetings must be held no later than 15 months from the last preceding annual meeting and in any event not later than 6 months after its preceding financial year end.

Section 5.08

The regular business of the Annual General Meeting shall include:

- a) the Adoption of the minutes of the immediately preceding Annual General Meeting or General Meeting;
- b) a review of the work of the Board;
- c) Reports of Committees: such reports may be in writing and/or may be incorporated in the Annual Report of the Corporation;
- d) the Auditor's Report;
- e) the Election of Directors and appointment or election of Officers;
- f) any unfinished business tabled from a prior General Meeting; and

g) any new matters arising since the last General Meeting.

Special General Meetings

Section 5.09

The Board may call for Special General Meetings of the Corporation on its own motion.

Section 5.10

Upon receipt by the President of a written Petition for a Special General Meeting, signed by no fewer than one third (1/3) of the Members of the Corporation in good standing and at the time entitled to vote at General Meetings, the Board shall call a Special General Meeting.

Notice of General Meetings

Section 5.11

Notice of all General Meetings, along with notice of any Special Resolution that will be proposed at such a meeting, shall be given to the Members in accordance with these Bylaws, not less than twenty one (21) days in advance of the date of the General Meeting.

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) (Fundamental Change) of the Act, a special resolution of the 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.

Section 5.12

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 5.13

Notwithstanding any other provision in these Bylaws, the accidental or inadvertent omission to give Notice of a General Meeting to any Member, or the non-receipt of Notice by any Member, does not by that reason alone invalidate any proceeding or business at that General Meeting.

Section 5.14

All are entitled to vote on any motion or resolution brought before any General Meeting, and each Class A Members shall have one (1) vote, provided:

- a) the Member is in good standing and not suspended at the time of the General Meeting;
- b) the Member, if a natural person, is at least sixteen (16) years of age;
- c) the Member's Dues have been paid for the calendar year in which the General Meeting is held; and
- d) the Member has not delivered a written notice of intention to withdraw from Membership to an Officer of the Corporation.

Article VI. Notices

Section 6.01

Any Notice required to be given to any Member under these Bylaws, or otherwise, may be given:

- a) By hand delivery to the Member;
- b) By the electronic transmission to the email address or facsimile number last recorded on the Register for that Member; or
- c) By prepaid ordinary mail, enclosed in an envelope and addressed to the Member at the last address recorded in the Register.

Notices given in accordance with these Bylaws will be deemed to have been received:

- a) if given by hand delivery, on the date the Notice was delivered;
- b) if given by electronic transmission, on the date that confirmation of delivery of the Notice was received from the receiving Member's facsimile number or email provider, as the case may be; and
- d) if given by prepaid ordinary mail, seven (7) days after the Notice was sent.

Section 6.02

The Secretary shall maintain a contact list of all current Directors, including the latest mailing address, email address, and facsimile number for each Director, and any Notice required to be given to a Director under these Bylaws may be given by mail or electronic transmission to that Director's address, email address, or facsimile number as contained in the Secretary's contact list.

Section 6.03

Notice may be given to any Member by any method other than those provided for in these Bylaws, and such Notice shall be deemed to have been received by the Member on the date that any Officer of the Corporation receives written confirmation from that Member that such Notice has been received.

Section 6.04

Any failure to give Notice as required by these Bylaws may be cured by ratification of the Meeting or thing done without the necessary Notice at the next General Meeting of the Corporation, by simple majority vote of the Members in attendance and entitled to vote at that General Meeting. Such ratification will have retroactive effect from the time that Meeting or thing was held or done.

Article VII. Board of Directors

Section 7.01

The business of the Corporation will be conducted by a Board of Directors of no fewer than three (3) members and not more than fourteen (14) members.

Section 7.02

The Board shall in its sole discretion have full control and management of the affairs of the Corporation, subject only to the Bylaws, applicable law, or a direction given to it by a simple majority vote of Members entitled to vote at a duly constituted General Meeting.

Election of Directors

Section 7.03

Any natural person, who is over the age of eighteen (18) years, is a Member in good standing with the Corporation, is not suspended, and has paid the required annual Dues in the year of the relevant Annual General Meeting, may be elected or appointed as a Director in accordance with these Bylaws.

A director must meet all of the following qualifications:

- a) be at least 18 years old;
- b) not have been declared incapable by a court in Canada or in another country;
- c) be an individual (i.e., a corporation cannot be a director); and
- d) not be in bankrupt status.

Section 7.04

The Directors of the Corporation shall be elected by simple majority vote of the Members in attendance and entitled to vote at each Annual General Meeting. At each Annual General Meeting, no less than two (2) and no more than seven (7) Directors shall be elected, such that approximately one half (1/2) of the Board of Directors of the Corporation will be elected at each Annual General Meeting.

Section 7.05

A Director may be elected or appointed an unlimited number of times.

Appointment of Directors to Fill Vacancies

Section 7.06

In the event of a vacancy on the Board, which reduces the number of Directors below the minimum number required, the Board may appoint a replacement at a duly constituted Board meeting, to complete the term of the departing elected Director.

There are only two exceptions to the general rule that the members must elect the directors of the corporation.

First, the articles may permit the directors to appoint additional directors between annual meetings to hold office for a term that must expire on or before the next annual meeting of members. This is permitted as long as the total number of appointed directors is not more than one-third of the number of directors elected at the previous annual meeting. If the articles do not permit the directors to appoint additional directors, the articles must be amended by filing Form 4004 -Articles of Amendment Opens in a new window and paying the fee.

The second exception allows a vacancy on the board to be filled by the directors, as long as there is a quorum on the board to participate in filling the vacancy. See Directors Terms and Vacancies on the Board of Directors.

Term of Office

Section 7.07

A person elected or appointed as Director becomes a Director at the time of the announcement of the election by the Chairperson of the meeting, if:

- a) he or she was present at the meeting at the time of election or appointment and did not refuse or decline the appointment; or
- b) he or she was not present at the meeting at the time of election or appointment, but consented in writing to act as a Director, either prior to or within ten (10) days after the election or appointment.

Section 7.08

Each elected Director will serve a two-year term upon election. A Director's term commences at the time of election, and ends at the time a vote is called for the election of Directors at the second Annual General Meeting held during the Director's term.

Section 7.09

Each appointed Director serves until the end of the term of Office of the departing Director he or she is replacing, or until a vote is called for election of Directors at the second Annual General Meeting during the appointed Director's term, whichever is earlier.

A director's term ends when he or she:

- a) dies,
- b) resigns,
- c) is removed from office,
- d) is declared to be incapable by a court,
- e) becomes a bankrupt, or
- f) has their term of office expire.

Compensation of Directors

Section 7.10

No Director shall be entitled to compensation or remuneration, from any source, directly or indirectly, in exchange for acting as a Director, except:

- a) for the reimbursement of reasonable expenses incurred in the course of performing his or her duties as a Director; or
- b) for the provision of professional services directly to the Corporation, provided such remuneration is fair and reasonable in the circumstances.

Section 7.11

Notwithstanding any other provision in these Bylaws, no Director is entitled to compensation, remuneration, or reimbursement from the Corporation except as approved by the Board, such approval to be in writing and to be verified by majority vote of each of the Directors other than the Director to whom the payment is to be made.

Section 7.12

All payments from the Corporation to Directors shall be reflected on the annual financial statements of the Corporation and shall be disclosed to the Membership in the Auditor's Report at each Annual General Meeting.

Conflicts of Interest

Section 7.13

A Director or Officer who:

- a) is a party to;
- b) is a director or an officer of a party to; or
- c) has a material interest in any business, corporation, or other person who is a party to; a material contract or material transaction, or a proposed material contract or proposed material transaction, with the Corporation, is deemed thereby to be in a conflict of interest position with respect to that material contract or material transaction, or proposed material contract or proposed material transaction.

Section 7.14

Any Director or Officer in a conflict of interest position shall immediately upon becoming a Director or Officer or immediately upon his or her discovery of such conflict of interest, disclose the nature and extent of that interest in writing to the Corporation, or request to have such disclosure entered in the minutes of meetings of the Board. The duty to disclose conflicts of interest applies whether or not such interest is one that, in the ordinary course of the Corporation's business, would require approval by the Board or the Members.

Section 7.15

A Director or Officer who is in a conflict of interest position shall not vote on any resolution or vote in relation to the material contract or material transaction or proposed material contract or proposed material transaction, with respect to which that Director or Officer's conflict of interest exists.

Section 7.16

No contract or transaction with the Corporation is void or voidable by reason only of a Director or Officer's failure to disclose a conflict of interest, provided:

- a) The Director or Officer acted honestly and in good faith;
- b) The material contract or material transaction is or was subsequently approved or ratified by the Board of Directors, after disclosure of the conflict of interest; and
- c) The material contract or material transaction was reasonable and fair to the Corporation at the time it was entered into or approved.

Section 7.17

Notwithstanding any other provision of these Bylaws, if a Director or Officer fails to comply with the duty to disclose a conflict of interest, a Court of competent jurisdiction may, on the application of the Corporation, set aside the material contract or material transaction on any terms it deems just.

Disqualification of Directors and Officers

Section 7.18

A Director or Officer may be disqualified, and his or her office shall immediately be vacated, if the Director or Officer:

- a) becomes bankrupt within the meaning of the Bankruptcy and Insolvency Act of Canada, as amended, or any successor legislation thereto;
- b) is removed from the Board or from Office for just cause by unanimous vote of the remainder of the Directors on the Board;
- c) withdraws from Membership or has his or her Membership terminated pursuant to these Bylaws;
- d) becomes of unsound mind or is the subject of a certificate issued under the law of their residing province, as amended, or any successor legislation thereto;
- e) resigns as a Director or Officer by notice in writing delivered to the President; or
- f) is convicted of an indictable offense under the Criminal Code of Canada, as amended, or any successor legislation thereto.

Section 7.19

A Director or Officer may be suspended by unanimous vote of the remainder of the Directors of the Board for the following reasons:

- a) absence from three (3) or more consecutive Board meetings;
- b) improper conduct detrimental to the Corporation or that would bring the Corporation into disrepute; or
- c) other just cause.

Section 7.20

A Director or Officer who is suspended from the Board by unanimous vote of the other Directors, continues to hold office but may not use or access any of the rights or privileges of that office (including, without limiting the foregoing, rights of Notice or Voting under these Bylaws), until reinstated. A suspended Director or Officer may be reinstated at any time by majority vote of the remainder of the Board. A Director or Officer who is suspended at the time of a General Meeting remains suspended until either removed or reinstated by simple majority vote of the Members present and entitled to vote at the next General Meeting of the Corporation, or until that Director or Officer's term of office ends.

Section 7.21

A Director or Officer may be removed, or a vacancy filled, by Special Resolution of the Members at a duly constituted General Meeting of the Corporation.

Article VIII. Appointment of Officers

Section 8.01

The following shall be the Officers of the Corporation:

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer;

The Board shall have the right to amend the Officers of the Corporation at each Annual General Meeting.

Section 8.02

Officers shall hold office from the time of their appointment until the commencement of the first Board meeting immediately following each Annual General Meeting.

Section 8.03

The Board shall appoint annually from among their number, at the first Board meeting immediately following each Annual General Meeting, the following Officers:

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer;

Section 8.04

From time to time the Board may, at its discretion, appoint an additional Director-at-large as an Officer of the Corporation.

Section 8.05

The same Director may simultaneously hold office as Secretary and Treasurer, if the Board so decides.

Duties of Officers

Section 8.06

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

The President shall:

- a) be an ex-officio member of all committees;

- b) when present, preside as Chairperson over all meetings of the Corporation, the Board, and the Executive Committee; and
- c) discharge or appoint another Director to discharge any of the duties of any other Officer during that Officer's absence.

Section 8.07

The Vice-President shall:

- a) discharge any duties of the President, including as necessary discharging or appointing another Director to discharge the duties of any other Officer, when the President is absent; and
- b) preside as Chairperson over all meetings of the Corporation, the Board, and the Executive Committee, in the absence of the President.

Section 8.08

The Secretary shall:

- a) Attend all meetings of the Corporation, Board meetings, and Executive Committee meetings, and act as secretary to those meetings;
- b) keep copies of accurate minutes of all meetings of the Corporation, including General Meetings, Board meetings, and Executive Committee meetings;
- c) provide to any Member who requests it a copy of the minutes of any General Meeting of the Corporation;
- d) provide to any Director who requests it a copy of the minutes of any General Meeting or Board meeting of the Corporation;
- e) provide to any Executive Committee member who requests it a copy of the minutes of any General Meeting, Board meeting, or Executive Committee meeting of the Corporation; and
- f) ensure a Register of Members is kept and updated as necessary, and ensure the Register is available to or furnished to Members who request to view or copy it, in accordance with these Bylaws.

Section 8.09

The Treasurer shall:

- a) ensure that monies due to the Corporation are received and deposited in an accredited Bank in Canada, as selected by the Board, such selection to include only chartered Banks or other deposit-insured institution;
- b) ensure that funds of the Corporation are properly accounted for and such appropriate records may be kept as required;
- c) ensure a proper accounting is kept of all financial investments of the Corporation as may be approved by the Board;
- d) present a full and detailed account of receipts and disbursements to the Board if requested;
- e) prepare for submission to each Annual General Meeting an annual Financial Statement setting forth the financial position of the Corporation; and
- f) present the Auditor's Report to the Board if requested and at each Annual General Meeting.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Executive Committee

Section 8.10

The Executive Committee shall be made up of the President, Vice President, Secretary, Treasurer, and Directors-at-large.

Section 8.11

The Executive Committee shall, by direction to the President, carry out the day-to-day business of the Corporation in accordance with the direction set by the Board at regular meetings or, to the extent necessary, at their own discretion.

Section 8.12

The Executive Committee may appoint such other committees as it deems necessary for the effective governance and management of the Corporation. The appointment of all such committees shall be ratified at the next Board meeting.

Section 8.13

The Executive Committee may meet and decide on its business in person or electronically via email or facsimile or over the internet or through a media conferencing tool, as it sees fit. Any three (3) members of the Executive Committee including the President, or any four (4) members of the Executive Committee not including the President, constitute a quorum for a meeting of the Executive Committee. Any three {3} agreed votes at a meeting, or communicated in person or electronically in writing to the rest of the Executive Committee whether at a meeting or not, shall for the purposes of the Executive Committee, be deemed a majority vote and the binding decision of the Executive Committee.

Article IX. Board Meetings

Section 9.01

Meetings of the Board shall be held as often as may be required, but in any event not less than once every three (3) months, and shall be called by the President. The Board shall hold a meeting at least one (1) month prior to each Annual General Meeting.

Section 9.02

Any two (2) Directors may call a meeting by written Notice to the President requesting the President to convene a meeting. In the event of the President failing, neglecting, or being unable to convene a meeting so requested, the two (2) Directors requesting the meeting may convene a Board meeting upon seven (7) days written Notice to each other Director.

Section 9.03

Notices of Board meetings may be sent by the President or by the Secretary at the instruction of the President, and each Director shall receive not less than seven (7) days written Notice of any Board meeting, in accordance with these Bylaws.

Section 9.04

At meetings of the Board, each Director shall be entitled to one (1) vote and all matters shall be determined by simple majority vote, unless otherwise specified in these Bylaws. Votes shall be cast by show of hands only. In the event of a tie vote, the motion shall be tabled and returned for discussion at the end of the Board meeting. In the event of a second tie vote, the Chairperson may, but is not required to, cast the final and deciding vote in addition to his or her original vote.

Section 9.05

A quorum for the purposes of a Board meeting is

- a) not less than five (5) Directors, including the President and at least three (3) other members of the Executive Committee, or
- b) not less than one half (1/2) of the elected Directors of the Corporation, or all of the elected Directors of the Corporation if there are three (3) or fewer elected Directors.

Section 9.06

The Chairperson at a Board meeting shall be responsible for counting quorum, commencing the business of the meeting, directing the order of business to be transacted at the meeting, calling for discussion, motions, seconding, and voting on the business of the meeting, counting and reporting the results of any vote, and adjourning and reconvening the Board meeting as necessary and in accordance with these Bylaws.

Section 9.07

The Secretary shall be the secretary of all Board meetings. In the Secretary's absence, the Chairperson may appoint the secretary of the meeting. The secretary of each Board meeting is responsible to keep accurate minutes of the meeting, including attendance, and return the minutes to the Chairperson within a reasonable time of the conclusion or adjournment of the meeting.

Section 9.08

No business shall be transacted at any Board meeting unless a quorum is present at the time the meeting proceeds to business, and throughout the time that business is transacted. In the event of a loss of quorum, the Board meeting may be adjourned until quorum is re-established, but may not proceed with any business while no quorum is present.

Section 9.09

Directors may participate in meetings of the Board personally or electronically via telephone, teleconference, videoconference, or any other electronic means by which all participating Directors may simultaneously hear and be heard by all other participating Directors. Directors may not attend meetings of the Board by proxy.

Section 9.10

Notwithstanding any other provision of these Bylaws, the Board may transact the ordinary business of the Corporation between Meetings of the Board by majority vote, communicated via email or facsimile to all of the Directors, provided:

- a) the President, in his or her sole discretion, considers the matter appropriate for electronic voting by the Board;
- b) the President may in his or her sole discretion establish and give direction for the procedure for voting via email or facsimile, including but not limited to the appropriate process and timelines for circulation, discussion, and calling of votes on the matter, as circumstances may require;
- c) no business or matter relating to the composition of the Board or the appointment, discipline, or removal of a Director, may be dealt with under this section;
- d) all Directors shall be sent or provided with a copy of all communications relating to any such business, via email or facsimile, to the last email address or fax number provided to the Corporation for that purpose;
- e) once a majority of the Board has made a decision under this section, the President or Secretary shall send notice to all Directors via email or facsimile of that fact, and after the sending of such notice, no further votes need be counted;
- f) a decision made by the Board under this section must be ratified by the Board at a regular Board meeting; and

- g) where a decision of the Board made under this section conflicts with the decision of another Committee or Officer made under these Bylaws, the decision of the Board made under this section shall govern pending ratification at the next regular Board meeting, however, nothing in this section shall otherwise be construed as restricting or fettering the mandate or discretion of any Committee or Officer made under these Bylaws.

Article X. Auditors

Section 10.01

The Auditors of the Corporation shall be appointed by the Board.

Section 10.02

The Treasurer shall submit the Corporation's books and financial records for audit when required by the Board of Directors, and shall coordinate the provision of the necessary information and communication with the Auditors in order to prepare the financial reports and Auditor's Report of the Corporation.

Section 10.03

The financial year end of the Corporation shall be determined by the board of directors.

Section 10.04

The books and financial records of the Corporation shall be kept, if possible, at the registered office of the Corporation and may be inspected:

- a) by any Director at any time; and
- b) by any Member upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of such records.

Section 10.05

Financial Requirements

If an audit is not mandatory, financial statements may be prepared through a review engagement. A review engagement is the process of engaging an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles.

Compilation

Compilation is the process by which unaudited financial information is compiled to produce financial statements that are based on information provided by the organization. A compilation does not provide any assurances as to the accuracy or veracity of the financial statements since there has been no audit or review engagement done. The NFP Act does not require a public accountant to produce a compilation, although the financial statements must be prepared in accordance with the Canadian

generally accepted accounting principles (GAAP) as set out in the Canadian Institute of Chartered Accountants Handbook.

Article XI. Alteration of Objects, Bylaws, and Name

Section 11.01

The Objects, Bylaws, and name of the Corporation may be amended by Special Resolution.

Article XII. Borrowing and Investment Powers

Section 12.01

For the purposes of carrying out its Objects, the Corporation may borrow, raise, invest, or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures or security agreements, provided:

- a) any such borrowing power may only be exercised in accordance with the direction and authorization of the Board; and
- b} no debenture or security agreement may be issued without prior sanction by Special Resolution.

Article XIII. Dissolution

Section 13.01

In the event of the dissolution or winding-up of the Corporation, whether voluntary or involuntary, the Board shall cause to be paid (to such extent as the assets of the Corporation may be able to satisfy) all debts, obligation and liabilities for which the Corporation may be liable, and may pay such in full, pro-rata, or by means of any settlement or distribution authorized by law. Any surplus assets of the Corporation remaining on liquidation of the corporation be distributed to a "qualified donee", as defined in the Income Tax Act.

Article XIV. Dispute Resolution

Section 14.01

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

Section 14.02

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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, employees or volunteers of the Corporation as set out in the articles, by-laws or 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:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) 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.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) 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 or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation 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.
- d) All costs 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.

Article XV. Protection and Indemnity

Section 15.01

No Member of the Corporation is, by that reason of Membership alone, liable for a debt or liability of the Corporation.

Section 15.02

Every Director and Officer of the Corporation shall be indemnified by the Corporation against any and all liabilities incurred by him or her in fulfilling the duties of Director or Officer of the Corporation in good faith, including any charges, legal costs, or proceedings of whatever nature in which judgment is given in his or her favour. The Corporation does not protect or indemnify any Director or Officer for acts of fraud, dishonesty, criminality, or bad faith.

Section 15.03

No Director or Officer is liable for the acts of any other Director, Officer, or Employee of the Corporation. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person dealing with the Corporation. No Director or Officer is liable for any loss due to any mistake, oversight, or error in judgment, or any act in the discharge of his or her duties to the Corporation, occurring in good faith and without fraud, dishonesty, or criminality.

Section 15.04

Directors and Officers are entitled to reasonably rely on the accuracy of any statement or report prepared by the Corporation's Auditor. Directors or Officers are not liable for any loss or damage occurring as a result of such reliance.

Section 15.05

The Corporation shall maintain Directors and Officers insurance sufficient to meet the likely risks and exposures to liability of the Directors and Officers of the Corporation, as determined by the Executive Committee of PowerHockey Canada.

Article XVI. Effective Date

Section 16.01

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

Certified to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by the resolution on the 6th day of December, 2018 and confirmed by the Members of the Corporation by special Resolution on the 6th day of December, 2018.

Dated as of the 6th day of December, 2018.

Paul R Desaulniers

Paul R Desaulniers, Director

Alex M

Alexander M McLean, Director

Meghan Hines

Meghan E Hines, Director

Emmett S Britton

Emmett S Britton, Director

Allen Palmiere

Allen J Palmiere, Director