



BYLAWS OF
MINOR HOCKEY ASSOCIATION OF CALGARY

Name

1. The name of the Society is Minor Hockey Association of Calgary (referred to in these bylaws as "MHAC").

Affiliation

2. MHAC will be a member of the Alberta Amateur Hockey Association and the Canadian Hockey Association.

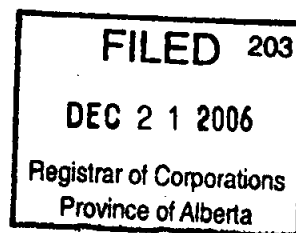
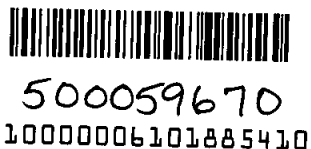
Membership

3. The membership of MHAC will consist of:
 - (a) All community associations and other properly constituted organizations in the City of Calgary, which:
 - (i) are organized to deliver part of the minor hockey program of MHAC;
 - (ii) have paid their dues and accounts with MHAC; and
 - (iii) have complied with any other conditions established for membership from time to time by the Directors.

Subject to section 16 below, members who are recognized by MHAC for membership under this category will have one vote for each 15 teams they have registered with MHAC as part of the minor hockey program of Calgary. There will be no partial or fractional votes.

- (b) Properly constituted organizations and individuals located inside or outside the City of Calgary which:
 - (i) have received the discretionary approval of the Directors to become a member of MHAC;
 - (ii) have paid their dues and accounts with MHAC; and
 - (iii) have complied with any other conditions established for membership from time to time by the Directors.

Without restricting the discretion of the Directors in any way, they will have authority to admit all such members for a limited purpose, for a limited time, with or without the right to vote and upon any other conditions the Directors determine are in the best interests of MHAC. Members who are recognized by MHAC for membership under this category will have such voting rights as are established by the Directors at the time they are admitted as members.



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Address of Members

4. The Directors will maintain a list of current members together with an address for notice for each member.

Each member will provide the Directors with a mailing address for notice and, if available and requested by the Directors, a telephone number, a fax number and e-mail address, if any. If fax numbers or e-mail addresses are available and provided to the Directors, they may be used for the purposes of notice required to be given to members pursuant to these bylaws. Each member will be responsible for informing the Directors of any change of mailing address, phone number, fax number or e-mail address that occurs while a member is in good standing.

Membership Fees

5. The Directors will establish the membership fees, dues and other charges to be paid by members and the time and terms for paying such fees, dues and other charges from time to time, including but not limited to, the costs of ice and deposits toward the costs of ice for any particular member.

Withdrawal

6. Members may resign or withdraw from membership by written notice to the Directors. The effective date of resignation or withdrawal will be the date on which the Directors receive the notice.

Expulsion or Suspension

7. The Directors may expel or suspend any members from membership and/or from participating in the MHAC minor hockey program, by resolution of the Directors, passed by a two thirds majority of the votes cast at a properly called Directors meeting, if:
 - (a) the conduct of the member is determined by the Directors, in their sole discretion, to be improper, unbecoming or contrary to the interests or reputation of MHAC; or
 - (b) the member wilfully commits a breach of the bylaws or the policies, rules or regulations of MHAC that are in effect from time to time.

Liability for Fees

8. A member will remain liable for payment of any dues, fees or amounts levied or which become payable by it to MHAC prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any member who resigns or is expelled from MHAC will forfeit all right, claim and interest arising from or associated with membership. Unless specifically approved by the Directors, the member who has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time. A member who resigns or withdraws from membership may be eligible to a partial refund of any dues, fees or amounts paid by the member. Any such refund will be at the discretion of the Directors and will take into account any costs incurred by MHAC as a result of the resignation or withdrawal.

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Annual General Meeting and Special General Meeting

9. The members of MHAC will meet at least twice every year. One meeting, referred to in these bylaws as the "Annual General Meeting", will be called between January 1st and June 30th each year for the purposes of:
- (a) electing the Directors and the Officers of MHAC;
 - (b) presenting the financial statements and the auditors report to the members; and
 - (c) presenting the report of the Directors.

A second meeting, referred to in these bylaws, as a Special General Meeting will be held after the commencement of the annual minor hockey program for MHAC each year.

Calling Meetings

10. The President will call the Annual General Meeting and one Special General Meeting each year, and if the President fails to call one or both of these meetings, then the Directors will call any such meeting not properly called by the President. The members may meet at any other time, if a meeting of members is called by the President, the Directors or by written request of any 5 members, addressed to the President. A written request of the members to hold a meeting will contain the reasons for calling such a meeting. The members may consider and vote on any matters that properly come before them at any meeting of members.

Notice of Meetings

11. All Annual General Meetings and Special General Meetings will require at least 21 days prior notice of the meeting to the members. Such notice will specify the date, time and place of the meeting and contain sufficient information for the members to make an informed decision with respect to any proposed resolutions. For the purposes of giving notice to a member, the last information on the books and records of MHAC will be the address to which notice must be sent. If notice is sent by mail, fax or e-mail, it will be considered received as of the day it was sent. If the notice is by telephone it will be considered received when the member has been provided with all of the information in the notice by direct telephone contact or by leaving a message containing all of the required information on an answering machine or voice mail.

If the President or the Directors call the meeting, then the notice of meeting will be prepared and sent by the Directors. If the members call the meeting, then the notice will be prepared by the members calling the meeting and sent by the Directors. The members must provide the Directors with the notice prepared by them at least ten (10) clear days prior to the last day for giving notice to the members.

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Errors in Notice of Meetings

12. No error or omission in giving notice of any meeting or any adjourned meeting of members, whether annual, general or special, will invalidate such meeting or make void any proceedings or decisions made by the members at such meeting; unless such error or omission was caused by the wilful or grossly negligent conduct of the Directors, Officers or members who prepared the notice. A member may at any time waive notice of a meeting by consent or by participation in the meeting.

Decisions of Members

13. All decisions of the members will be made by resolution passed by a majority of votes cast at a meeting of members or, if a Special Resolution is required, by a three quarters majority of the votes cast at a meeting of members. Voting will be by a show of hands unless in the circumstances the Chairman of the meeting determines that it is appropriate to use secret ballots or if any of the members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.

Quorum for Member's Meetings

14. A quorum for all Annual General Meetings and Special General Meetings will be 25% of the members in good standing.

Voting Rights of Members

15. Unless otherwise established, in section 4 above, or by the Directors at the time of admitting a member, each member is entitled to one vote, which must be exercised in person at a duly called meeting of members. Individual members may not vote by proxy. Members that are organizations will be entitled to vote through delegates or representatives that have been duly authorized in writing to vote on behalf of the organization they represent and who attend and vote at member's meetings. The President will not vote unless there is a tie in which case he will be entitled to cast a deciding vote.

Participation in Meetings

16. Except for matters of business properly brought before the meeting by the Directors, only those persons entitled to vote at meetings of the members will be permitted to make motions, speak to motions, or second motions from the floor.

Chairman of Member's Meetings

17. The President will act as chairman all meetings of the members, and in the absence of the President, a Vice-President and in the absence of both the President and the Vice-Presidents, then any other Director may sit as chairman with the consent of the majority of the members present and entitled to vote.

Directors and Officers

18. The following will apply to the election or appointment of the Directors of MHAC:

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- (a) The Board of Directors of MHAC will consist of the Past President, the President, two Vice-Presidents, the Secretary, the Treasurer, the Registrar, the President of the AA Council, the President of the Female Hockey Council, the President of the Recreation Hockey Council, the President of the High School Hockey Council and nine (9) Directors at large. The Presidents of the AA Council, the Female Hockey Council, the Recreational Hockey Council and the High School Hockey Council will only be Directors if the Directors have created appropriate committees to assist in the delivery of certain programs of MHAC. The Board of Directors will also be known as the Executive Council.
 - (b) The President, the Vice-Presidents, the Secretary, the Treasurer and the Registrar will be elected by a majority vote at the Annual General Meeting for a one (1) year term. These Directors will be known as the Officers of MHAC.
 - (c) During even numbered years, five (5) Directors will be elected by a majority vote at the Annual General Meeting for a two (2) year term. During odd numbered years, four (4) Directors will be elected by a majority vote at the Annual General Meeting for a two (2) year term. Any vacancy created by a Director at large ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve the remaining term of the Director that ceased to be a Director.
 - (d) The remaining Directors may appoint a Director to fill any vacancy on the Board of Directors and any such appointed Director will serve until the next Annual General Meeting, subject to subsection 19 (c) above.
 - (e) The Directors will appoint a nominating committee, which will be charged with the task of preparing a slate of Directors and Officers to accompany the notice of the Annual General Meeting each year. If there are more candidates seeking election than positions available, the nominating committee will not prepare a slate of Directors and Officers, but will prepare a list of those seeking election which will accompany the notice of meeting.
 - (f) Any member in good standing may nominate an individual to the position of Director or Officer, subject to the provisions of subsection 19 (a) above, but must deliver the nomination to the office of MHAC by midnight on the 10th day preceding the Annual General Meeting. All such nominations must be accompanied by the written consent of the nominee.
 - (g) If there are no nominees other than the slate provided by the nominating committee, the slate will be declared elected at the meeting.
 - (h) Directors and Officers elected or appointed pursuant to these bylaws will take office, and the prior Directors and Officers will cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.
 - (i) To be nominated for the position of President, the individual must have been a Director or Officer for at least one term prior to the proposed election or appointment, unless there is no one willing to stand for election with those qualifications.

Director's Meetings

19. Meetings of the Directors may be held at any time upon five (5) days prior notice of the meeting. Meetings may be called by the President on his own initiative or at the written request of any seven (7) Directors. All decisions of the Directors will be made by resolution passed by a majority of those present and voting at a meeting of the Directors.

Quorum for Director's Meetings

20. A quorum for any meeting of Directors will be a majority of Directors.

Conflict of Interest

21. Any Director will fully disclose any conflict of interest and will not be eligible to vote on any resolution of the Directors that is related to the conflict of interest. For the purposes of this provision, the President may determine whether a conflict of interest exists, and if the matter involves a conflict for the President, then the matter may be determined by the Vice-President or a majority vote of the remaining Directors. Any decision involving an immediate family member of a Director will be deemed to be a conflict of interest.

Participation by Telephone

22. With the consent of a Director who is not physically present at a meeting of the Directors, such Director may participate in the meeting by telephone.

Written Resolution in Lieu of Meeting

23. A resolution of the Directors signed by all of the Directors in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Directors.

Authority

24. The Directors will manage the business and affairs of MHAC subject to these bylaws and any direction provided by resolution of the members and consistent with the rules and policies of the Canadian Hockey Association and the Alberta Amateur Hockey Association. Without in any way limiting the authority of the Directors or their ability to delegate that authority, they will have the following:
- (a) the power to impose and enforce penalties for violation of the by-laws, rules and regulations and policies of MHAC from time to time;
 - (b) the power to remove from office, any Director or Officer for neglect of duty or for conduct that is contrary to by-laws, rules and regulations, policies and best interests of MHAC from time to time;
 - (c) the power to interpret, define and explain all provisions of the by-laws, the rules and regulations and policies of MHAC from time to time;
 - (d) the responsibility to address all disputes between or among members; and
 - (e) the responsibility to appoint all delegates to attend all meetings of Alberta Amateur Hockey Association.

Delegation of Authority

25. The Directors may delegate any of their authority to a committee or individual except its authority to:
- (a) borrow money;
 - (b) expel or indefinitely suspend a member; or
 - (c) fill a vacancy on the Board of Directors.

Examples of committees which the Directors may chose, but not be obligated, to create and delegate authority to will include the AA Council, the Female Hockey, the High School Hockey Council, the Recreational Hockey Council, the Hockey Development Committee and the President's Council. All committees will be committees of the Board of Directors of MHAC and may be ad hoc committees, or temporary committees or standing committees intended to operate each year within the MHAC hockey program. The Directors will establish and amend from time to time the terms of authority and operation for each committee created by them and may dissolve or merge any committees they create.

Chairman of Director's Meetings

26. The President will, when present, act as chairman at all meetings of the Directors. In the absence of the President, a Vice-President will act as chairman in the place and stead of the President and, in the absence of both the President and the Vice-Presidents, a chairman may be selected by a majority of those Directors present.

Secretary's Duties

27. The Secretary will:
- (a) keep accurate minutes of meetings of the members and the Directors;
 - (b) keep a record of all members of MHAC and their addresses, and if available and requested by the Directors, phone numbers, fax numbers and e-mail addresses;
 - (c) send all notices of meetings unless otherwise directed by the President or the Directors; and
 - (d) have such other duties as may from time to time be delegated by the Directors.

Treasurer's Duties

28. The Treasurer will:
- (a) will be responsible for seeing that proper books and records of all of MHAC accounts and transactions are maintained;

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- (b) present a full detailed account of receipts and disbursements to the Directors whenever requested and will prepare for submission to the Special General Meeting, financial statements audited by a duly qualified independent accountant or accounting firm; and
- (c) have such other duties as may from time to time be delegated by the Directors.

Corporate Seal

- 29. The corporate seal for MHAC will be kept by the Secretary or such other person as designated from time to time by the Directors.

Inspection of Books and Records

- 30. The books and records of MHAC may be inspected by any member of MHAC at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Directors will at all times have reasonable access to the books and records of MHAC maintained by the Secretary or Treasurer.

Signing Authority

- 31. Subject to a resolution of the Directors that may establish different signing authority, the President or a Vice-President and either the Secretary or Treasurer will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of MHAC, on behalf of MHAC, except for cheques which will require the signature of the Treasurer, or in his or her absence, the Secretary and the President or a Vice-President.

Fiscal Year

- 32. The fiscal year end of MHAC will be determined by resolution of the members from time to time.

Borrowing

- 33. The Directors may only borrow money as follows:
 - (a) For the purpose of meeting the operating expenses of MHAC or the expenses of running the various competitions sanctioned by MHAC when in the opinion of the Directors other resources of MHAC are insufficient or cannot be made readily available for such purposes.
 - (b) For any purpose of MHAC on the recommendation of the Directors and with the approval of MHAC given by at least three-fourths vote at an Annual General Meeting or Special General Meeting.
 - (c) For the purpose of providing any honorarium, upon majority vote of the members at an Annual General Meeting.

Amendment

34. These bylaws may be amended at anytime by the Directors subject to ratification of the amendment by Special Resolution of the members no later than the next Annual General Meeting or Special General Meeting and subsequent registration of any amendment with the Registrar of Corporations. Any amendment will have full force and effect at the time it has been registered with the Registrar of Corporations.

Remuneration

35. Unless otherwise authorized by resolution at any meeting of members, no Officer or Director will receive any remuneration for his or her services. With prior approval of the Directors, any Director or Officer will be reimbursed for any reasonable out-of-pocket costs incurred by him or her in carrying out their authorized duties.

Liability

36. It is understood that Directors and Officers assume their positions on the condition that the Director or Officer, his or her executors, administrators and assigns will be reimbursed for any monetary loss incurred by him or her as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors and Officers unless such loss is caused by the gross negligence or wilful act of the Director or Officer.

Rules and Regulations

37. The Directors may from time to time make and amend such rules and regulations as they consider appropriate for the governance or regulation of the activities of MHAC, its members, or any of its volunteers, including but not limited to its coaches, provided such rules and regulations are not inconsistent with these bylaws. All rules and regulations and subsequent amendments thereto will have effect from the time they are approved by the Directors but must be approved by the members at the next meeting of the members, or such amendments will cease to be in effect until subsequently approved by the members. Members in good standing may propose amendments to be considered by the Directors. The Directors may approve the amendment or may submit the amendment directly to the members at the next meeting of the members. If a member wishes to propose an amendment, it must have made the request for such an amendment to the Directors at least thirty (30) days prior to the meeting at which the amendment is to be considered. Such an amendment will take effect from the time of the approval of the members.

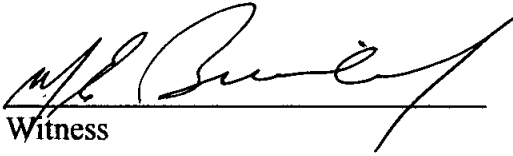
Winding-Up

38. If MHAC is dissolved, any funds or assets remaining after paying debts shall be are paid to a registered charitable organization. The members will select the organization by Special Resolution. In no event do any members receive any funds or assets of MHAC.

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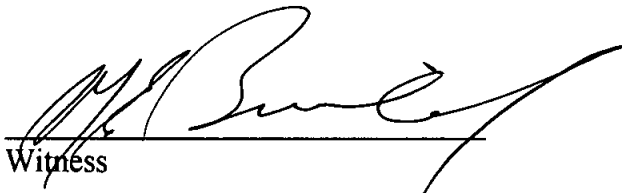
These bylaws have been approved by the Directors effective as of the 1 day of JUNE, 2006 and adopted by the members effective the 1 day of JUNE, 2006.

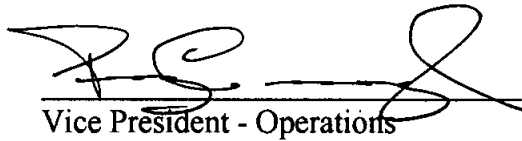
Signed by the President and Vice President of Operations on behalf of MHAC at the City of Calgary, in the Province of Alberta, this 1st day of June, 2006.


Witness


President

Name: Ken Moore
Address: 1068 McKenzie Dr. S.E.
Calgary, Alberta, T2Z 1S2


Witness


Vice President - Operations

Name: Perry Cavanagh
Address: 16 Templeby Cr. N.E.
Calgary, Alberta, T1Y 5G4

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**CERTIFIED COPY OF
SPECIAL RESOLUTION OF THE MEMBERS
OF
MINOR HOCKEY ASSOCIATION OF CALGARY
(THE "SOCIETY")**

RECEIVED
DEC 21 2006
Corporate Registry

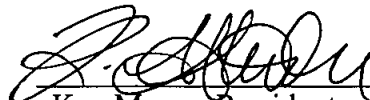
On June 1, 2006 it was resolved by special resolution of the members of the Society, being 75% of the members in attendance at a duly called meeting of the members of the Society and who voted in favour, that:

The form of bylaws circulated to the members be adopted and that the existing bylaws of the Society be repealed and replaced with the form of bylaws approved at the meeting.


CERTIFICATE

I, the undersigned President of the Minor Hockey Association of Calgary, hereby CERTIFY that the foregoing is a true copy of the resolutions of the members of the Society passed effective the 1st day of June, 2006, which resolutions are in full force and effect and unamended at the date hereof.

DATED at Calgary, Alberta, this 11 day of Decemeber, 2006.



Ken Moore, President


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FILED 203
DEC 21 2006
Registrar of Corporations
Province of Alberta