

HOCKEY HALL OF FAME AND MUSEUM

BY-LAW NO. 25

ARTICLE 1 INTERPRETATION

Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

“**Act**” means the *Canada Not-for-profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“**Authorized Signatory**” has the meaning specified in Section 2.2.

“**Class A Member**” means the National Hockey League.

“**Class B Members**” means member clubs of the National Hockey League from time to time.

“**Class C Member**” means Hockey Canada.

“**Class D Member**” means USA Hockey, Inc.

“**Class E Member**” means the International Ice Hockey Federation.

“**Class F Member**” means the City of Toronto.

“**Class G Member**” means the National Hockey League Players’ Association.

“**Class H Members**” means, from time to time, directors of the Corporation who are also members of the Corporate Governance Committee, in each case during their respective terms of office.

“**Class I Members**” means, from time to time, directors of the Corporation who are not Class H Members, during their respective terms of office.

“**Corporation**” means Hockey Hall of Fame and Museum.

“**Honoured Members**” means persons who are currently Honoured Members of the Corporation and any person hereafter made an Honoured Member in accordance with other by-laws of the Corporation applicable thereto.

“**Members**” means, collectively, the Class A Member, the Class B Members, the Class C Member, the Class D Member, the Class E Member, the Class F

Member, the Class G Member, the Class H Members and the Class I Members and **"Membership"** means the status of being a Member. No other person shall be eligible for admission as Members of the Corporation.

"person" means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

"recorded address" means (i) in the case of a Member, the Member's latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person's latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

"show of hands" means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender includes all genders. In this by-law the words "including", "includes" and "include" means "including (or includes or include) without limitation".

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

Section 1.4 Conflict with Unanimous Member Agreement.

If there is any conflict or inconsistency between any provision of a unanimous Member agreement and any provision of this by-law, the provision of such unanimous Member agreement will govern.

ARTICLE 2 BUSINESS OF THE CORPORATION

Section 2.1 Financial Year.

The financial year of the Corporation ends on such date in each year as the directors determine from time to time. Until otherwise so determined by the board of directors, the financial year end of the Corporation shall be the 30th day of June in each year.

Section 2.2 Execution of Instruments and Voting Rights.

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, (i) by any two officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an “**Authorized Signatory**”). Voting rights for securities held by the Corporation may be exercised on behalf of the Corporation by any two Authorized Signatories. In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase “contracts, documents and instruments” means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

Section 2.3 Banking Arrangements.

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation’s behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

Section 2.4 Annual Financial Statements

The Corporation may, instead of sending to the Members copies of the annual financial statements and further information respecting the financial position of the Corporation required by the Act, publish a notice to its Members stating that these documents 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.

ARTICLE 3 DIRECTORS

Section 3.1 Number of Directors.

The articles of the Corporation specify that there shall be a minimum of twelve (12) directors and a maximum of twenty-four (24) directors. The number of directors, until otherwise determined in accordance with the Act, shall be determined in accordance with Section 3.2. No decrease in the number of directors will shorten the term of an incumbent director.

Section 3.2 Election of Directors

- (1) Except as otherwise determined by the directors and confirmed by the Members (in each such case, by resolution passed by the affirmative vote of not less than 75% of the votes cast) the property, business and affairs of the Corporation shall be managed by a board of up to eighteen (18) directors of whom:
 - (a) up to seven (7) directors shall be elected exclusively by the Class A Member;
 - (b) up to one (1) director shall be elected exclusively by the Class C Member;
 - (c) up to one (1) director shall be elected exclusively by the Class D Member;
 - (d) up to one (1) director shall be elected exclusively by the Class E Member;
 - (e) up to three (3) directors shall be elected exclusively by the Class F Member;
 - (f) up to one (1) director shall be elected exclusively by the Class G Member; and

- (g) up to four (4) directors shall be elected exclusively by the Class H Members.
- (2) Directors shall be elected by the Members at each annual general meeting of the Members. Each Member having an exclusive right to elect one or more directors pursuant to Section 3.2(1) above shall deliver to the secretary of the Corporation written notice of its nominee or nominees not later than forty-five (45) days prior to the date of such annual general meeting of the Members. Any individual so nominated must receive, in order to be validly elected as a director at such meeting, affirmative votes of at least a majority of the Members of the Class having the exclusive right to elect him or her voting at such meeting.

Section 3.3 Qualification.

Without in any way fettering the right of Members to elect such directors as they see fit, it is intended that the directors be individuals of recognized integrity, ability and public stature and that they be broadly representative of the business, labour, public, cultural, sports and philanthropic communities or sectors.

Section 3.4 Term of Office of Directors

A director shall be elected to hold office for a term expiring not later than the close of the annual meeting of Members following his or her election.

Section 3.5 Members Filling Vacancy

Any vacancy among the directors of the Corporation shall only be filled by a vote of the Members of the class of Members that had the exclusive right to elect the director in respect of whom such vacancy has occurred.

Section 3.6 Directors to be Members

Each of director shall, by virtue of his or her membership on the board of directors, be eligible to become a Member of the Corporation. If not already a Member of the Corporation, each director shall apply to become a Class H Member or a Class I Member (as applicable) within ten (10) days of his or her election as a director. Any Class H Member or a Class I Member who has been admitted to membership as a consequence of his or her election as a director of the Corporation shall automatically cease to be a Member upon his or her ceasing to be a director.

Section 3.7 Place of Meetings.

Meetings of directors may be held at any place in or outside Canada.

Section 3.8 Calling of Meetings.

The chair of the board, the president, the chief executive officer or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

Section 3.9 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 3.10 Notice of Meeting.

Subject to this Section, notice of the time and place of each meeting of directors will be given to each director not less than forty-eight (48) hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of Members.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 3.11 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 3.12 Quorum.

A majority of the number of directors in office or such greater or lesser number as the directors may determine from time to time, constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

Section 3.13 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a

meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 3.14 Chair.

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

- (a) the chair of the board;
- (b) the vice-chair of the board; or
- (c) the president.

If no such person is present at the meeting, the directors present shall choose one of their members to chair the meeting.

Section 3.15 Secretary.

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

Section 3.16 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is entitled to a second or casting vote.

Section 3.17 Remuneration and Expenses.

Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such. However, notwithstanding the immediately foregoing sentence:

- (a) directors are entitled to be reimbursed for travelling and other out-of-pocket expenses properly incurred by them in attending directors' meetings, committee meetings and Members' meetings and in the performance of other duties of directors of the Corporation;
- (b) a director may be employed by or provide services to the Corporation otherwise than as a director and may receive remuneration for such employment or services;
- (c) any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual

professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation; and

- (d) a director may hold the office of chair of the board or vice-chair of the board, for which he may receive remuneration from the Corporation.

ARTICLE 4

COMMITTEES GENERALLY

Section 4.1 Committees of Directors.

- (1) The directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.
- (2) Any committee so appointed by the directors may also include such other persons, not being directors, as the directors may appoint to such committee without contravention of this By-law.

Section 4.2 Proceedings.

- (1) Meetings of a committee appointed by the directors under this Article 4 may be held at any place in or outside Canada, provided that forty-eight (48) hours' written notice of such meeting shall be given, other than by mail, to each member of such committee. If notice is given by mail, it shall be sent at least fourteen (14) days (not including the date of mailing) prior to the meeting. A quorum for a meeting of any such committee shall be a majority of the members of such committee. Error or omission in giving notice of any meeting of a committee shall not invalidate such meeting or make void any proceedings taken thereat, provided there is a quorum present, and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (2) At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its Members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

- (3) Subject to a committee of directors establishing rules and procedures to regulate its meetings, Sections 3.7 through 3.16 inclusive apply to committees of directors, with such changes as are necessary.

Section 4.3 Remuneration and Expenses.

Committee members shall serve as such without remuneration and no committee member shall directly or indirectly receive any profit from his or her position as such. However, notwithstanding the immediately forgoing sentence:

- (a) committee member are entitled to be reimbursed for travelling and other out-of-pocket expenses properly incurred by them in attending committee meetings (and directors' and Members' meetings if applicable) and in the performance of other duties as a committee member;
- (b) a committee member may be employed by or provide services to the Corporation otherwise than as a committee member and may receive remuneration for such employment or services; and
- (c) any committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

Section 4.4 Removal

Any member of a committee appointed by the directors under this Article 4 may be removed by an ordinary resolution of the directors.

ARTICLE 5 CORPORATE GOVERNANCE COMMITTEE

Section 5.1 Continuance of Committee

- (1) Subject to the provisions of Section 5.1(2) below, the Corporate Governance Committee heretofore created by the board of directors shall continue and be composed of:
- (a) the chair of the board of directors, who shall *ex officio* be the Chair of the Corporate Governance Committee; and
 - (b) five (5) other directors appointed by the board of directors, at least one (1) of whom shall be a director elected by the Class A Member and at least one (1) of whom shall be a director elected by the Class F Member.

- (2) Notwithstanding the provisions of Section 5.1(1), at no time may more than three (3) members of the Corporate Governance Committee may be directors elected exclusively by the Class H Members (including the chair of the board of directors).

Section 5.2 Authority, Powers and Duties

- (1) The Corporate Governance Committee shall exercise the powers and perform the duties set out in Section 5.2(2) and such other powers and duties as are authorized, directed or fixed by the board of directors.
- (2) The powers and duties of the Corporate Governance Committee shall include:
 - (a) nominating and electing by ordinary resolution up to four (4) directors in accordance with Section 3.2(1)(g);
 - (b) reviewing and making recommendations to the board of directors concerning the size, composition and profile of the board, having regard to:
 - (i) the requirements of Section 3.2(2);
 - (ii) professional experience relevant to the duties of members of the board of directors;
 - (iii) background disciplines; and
 - (iv) geographical representation;
 - (c) maintaining a list of future candidates for nomination to the board of directors under Section 3.2(1)(g);
 - (d) reviewing and making recommendations to the directors as to the composition of the various committees of the board of directors;
 - (e) reviewing the composition of the Hockey Hall of Fame Selection Committee and making recommendations to the directors as to the renewal of existing members and filling vacancies thereon;
 - (f) periodically reviewing and making recommendations to the directors concerning succession planning for the position of Chair of the board of directors;
 - (g) periodically reviewing the performance of the Chair of the board of directors and making recommendations to the directors;
 - (h) periodically reviewing and evaluating the performance of the board of directors as a whole; and

- (i) periodically reviewing and evaluating the performance of the various committees of the board of directors.
- (3) Notwithstanding Section 5.2(1), the Chair of the board of directors shall absent himself from, and shall not participate in, discussions, reviews and recommendations in respect of the powers and duties of the Corporate Governance Committee referred to in Section 5.2(1)(g).

ARTICLE 6

HUMAN RESOURCES/COMPENSATION COMMITTEE

Section 6.1 Continuance of Committee

The Human Resources/Compensation Committee heretofore created by the board of directors shall continue and be composed of four (4) directors (other than the chair of the board and vice-chair of the board) appointed by the board of directors, at least one (1) of whom shall be a director who is a member of the Audit Committee.

Section 6.2 Authority, Powers and Duties

- (1) The Human Resources/Compensation Committee shall exercise the powers and perform the duties set out in Section 6.2(2) and such other powers and duties as are authorized, directed or fixed by the board of directors.
- (2) The powers and duties of the Human Resources/Compensation Committee shall include:
 - (a) reviewing and approving key compensation and human resource policies for the Corporation, including comparisons to other organizations in terms of fairness and competitiveness;
 - (b) reviewing and making recommendations to the directors as to the hiring of the President and/or chief executive officer when such office(s) is or are vacant;
 - (c) reviewing and approving the remuneration of the officers and senior management of the Corporation and any overall bonus compensation applicable to other employees;
 - (d) reviewing and making recommendations to the directors concerning pension and other benefit plans;
 - (e) reviewing and making recommendations to the directors as to the internal organizational structure of the Corporation; and
 - (f) periodically reviewing and reporting to the directors on management development and the succession planning process for senior management.

ARTICLE 7 AUDIT COMMITTEE

Section 7.1 Continuance of Committee

The Audit Committee heretofore created by the board of directors shall continue and be composed of at least three (3) directors appointed by the board of directors and such other persons, not being directors of the Corporation, as the board of directors may in its judgment see fit to appoint, provided that:

- (a) no person (including a member of the board of directors) who is an officer or employee of the Corporation may be a member of the Audit Committee;
- (b) at least one member of the Audit Committee shall be a director elected by the Class A Member; and
- (c) a majority of the Audit Committee shall be directors of the Corporation.

The board of directors shall also appoint the Chair of the Audit Committee from among its members.

Section 7.2 Authority, Powers and Duties

- (1) The Audit Committee shall exercise the powers and perform the duties set out in Section 7.2(2) and such other powers and duties as are authorized, directed or fixed by the board of directors.
- (2) The powers and duties of the Audit Committee shall include:
 - (a) reviewing all published financial statements which require approval of the directors;
 - (b) reviewing any report of management which accompanies published financial statements (to the extent such report discussed the financial position of the Corporation) for consistency of disclosure with the financial statements themselves;
 - (c) reviewing the audit plans of the internal and external auditors of the Corporation, including the duty of co-ordination in those plans;
 - (d) assessing the Corporation's programs and policies regarding the adequacy and effectiveness of internal controls over accounting and financial reporting systems;

- (e) reviewing the results of internal and external audits and any changes in accounting practices or policies and the financial statement impact thereof;
- (f) reviewing with management of the Corporation, the external auditors and, if necessary, legal counsel, any litigation, claim or other contingency that could have a material effect upon the financial position of the Corporation and the manner in which these matters have been disclosed in the financial statements; and
- (g) considering whether the external auditors should be reappointed and making recommendations to the directors accordingly.

ARTICLE 8 GOVERNMENTAL OVERSIGHT COMMITTEE

Section 8.1 Continuance of Committee

The Governmental Oversight Committee heretofore created by the board of directors shall continue and be composed of:

- (a) at least three (3) directors appointed by the board of directors at least two (2) of whom shall be directors elected by the Class F Member;
- (b) the president of the Corporation; and
- (c) such other person or persons, if any, representing or employed by a Canadian municipal, provincial or federal government, not being directors, as the board of directors sees fit to appoint, and at least one of whom, if any such person or persons is or are so appointed, shall be a representative or employee of the Government of Canada or the Province of Ontario,

provided that a majority of the members of the Governmental Oversight Committee shall at all times be persons representing or employed by a Canadian municipal, provincial or federal government. The board of directors shall also appoint the chair of the Governmental Oversight Committee from among its members.

Section 8.2 Powers and Duties

- (1) The Governmental Oversight Committee shall exercise the powers and perform the duties set out in Section 8.2(2) and such other powers and duties as are authorized, directed or fixed by the board of directors.
- (2) The powers and duties of the Governmental Oversight Committee shall be:

- (a) making recommendations to the directors to maximize the benefits the public can and should derive from the activities of the Corporation, having regard to the unique nature of the sport of hockey in Canada's national identity, with a particular focus on:
 - (i) the maintenance of high educational and entertainment standards;
 - (ii) the accuracy and completeness of information provided by the Corporation;
 - (iii) the acquisition and preservation of Canadian cultural property and other historical materials relating to the game of hockey;
 - (iv) the accessibility of the Corporation's archival collections and related activities to the public; and
 - (v) the standards of ethical conduct of Members of the Corporation;
- (b) recommending to the directors activities that may be undertaken by the Corporation, which in the opinion of the Committee are necessary and desirable for the protection of the public image of hockey as Canada's national sport;
- (c) reviewing the activities of the Corporation as they pertain to the preservation and enhancement of hockey as Canada's national sport, including any intellectual property of the Corporation, and making recommendations to the directors as to such activities; and
- (d) such other powers and duties as may be delegated by the board of directors from time to time.

Any recommendation of the Governmental Oversight Committee in respect of the activities described in subparagraphs (a), (b) and (c) above shall be carried out by the Corporation save and except as otherwise provided in the Corporation's by-laws.

Section 8.3 Recommendations under Sections 8.2(a), (b) or (c)

A recommendation of the Governmental Oversight Committee made under Sections 8.2(2)(a), (b) or (c) may be rejected by the board of directors by special resolution, in which event such recommendation shall not be carried out.

ARTICLE 9 OFFICERS

Section 9.1 Appointment of Officers.

The directors may appoint such officers of the Corporation as they deem appropriate from time to time. The officers may include any of a chair of the board, a vice-chair of the board, a president, a chief executive officer, one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board unless that person is a director.

Section 9.2 Powers and Duties.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

Section 9.3 Chair of the Board.

- (1) If appointed, the chair of the board will preside at directors' meetings and Members' meetings in accordance with Sections 3.14 and 12.9 respectively. The chair of the board will have such other powers and duties as the directors determine.
- (2) The chair of the board of directors, with the secretary or other officer appointed by the board of directors for the purpose, shall sign all by-laws and other constitutional documents requiring the signatures of the officers of the Corporation. He or she may give or cause to be given notice of all meetings of the Members and of the board of directors.
- (3) No individual may be appointed as chair of the board for a particular term if he or she has already served in such capacity for five (5) annual terms, unless such appointment is approved by not less than three quarters of the directors present at the meeting at which such appointment is made, and in no event may any such individual serve in such capacity for more than ten (10) annual terms.

Section 9.4 Vice-Chair of the Board.

If appointed, the vice-chair of the board will, in the absence or disability of the chair of the board, perform the duties and exercise the powers of the chair of the board and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.

Section 9.5 President.

If appointed, the president of the Corporation will be the chief executive officer of the Corporation (unless the appointment of the chair of the board or another person as chief executive officer is approved by ordinary resolution of the directors) and will have general powers and duties of supervision of the business and affairs of the Corporation. The president will have such other powers and duties as the directors determine. Subject to Sections 3.15 and 12.9 respectively, during the absence or disability of the corporate secretary or the treasurer, or if no corporate secretary or treasurer has been appointed, the president will also have the powers and duties of the office of corporate secretary and treasurer, as the case may be.

Section 9.6 Corporate Secretary.

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notices required to be given to Members, directors, officers, public accountants and members of committees of directors; (ii) the corporate secretary may attend at and be the secretary of meetings of directors, Members, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.

Section 9.7 Treasurer.

If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.

Section 9.8 Terms of Officers.

The officers of the Corporation shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead or until they are removed from office, by an ordinary resolution of the directors.

Section 9.9 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

**ARTICLE 10
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

Section 10.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his or her office.

Section 10.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 10.3 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 10.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

ARTICLE 11 MEMBERS

Section 11.1 Membership Conditions.

Subject to the articles, there shall be nine (9) classes of Members in the Corporation, namely, the Class A Member, the Class B Members, the Class C Member, the Class D Member, the Class E Member, the Class F Member, the Class G Member, the Class H Members and the Class I Members. No other person shall be eligible for admission as a Member of the Corporation.

Section 11.2 Class A Membership

- (1) Class A Membership shall be available only to the National Hockey League.
- (2) The term of Class A Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class A Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class A Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.3 Class B Membership

- (1) Class B Membership shall be available only to member clubs of the National Hockey League from time to time.
- (2) The term of Class B Membership shall be indefinite, subject to (i) a Class B Member ceasing to be a member club of the National Hockey League and (ii) termination in accordance with the Act.
- (3) As set out in the articles, each Class B Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class B Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.4 Class C Membership

- (1) Class C Membership shall be available only to Hockey Canada.
- (2) The term of Class C Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class C Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class D Member

shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.5 Class D Membership

- (1) Class D Membership shall be available only to USA Hockey, Inc.
- (2) The term of Class D Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class D Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class D Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.6 Class E Membership

- (1) Class E Membership shall be available only to the International Ice Hockey Federation.
- (2) The term of Class E Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class E Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class E Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.7 Class F Membership

- (1) Class F Membership shall be available only to the City of Toronto.
- (2) The term of Class F Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class F Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class F Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.8 Class G Membership

- (1) Class G Membership shall be available only to the National Hockey League Players' Association.

- (2) The term of Class G Membership shall be indefinite, subject to termination in accordance with the Act.
- (3) As set out in the articles, each Class G Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class G Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.9 Class H Membership

- (1) Class H Membership shall be available only to directors of the Corporation who are also members of the Corporate Governance Committee.
- (2) The term of Class H Membership shall be indefinite, subject to (i) a Class H Member ceasing to be a member of the Corporate Governance Committee, (ii) a Class H Member ceasing to be a director of the Corporation and (ii) termination in accordance with the Act.
- (3) As set out in the articles, each Class H Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class H Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.10 Class I Membership

- (1) Class I Membership shall be available only to directors of the Corporation who are not Class H Members.
- (2) The term of Class I Membership shall be indefinite, subject to (i) a Class I Member ceasing to be a director of the Corporation and (ii) termination in accordance with the Act.
- (3) As set out in the articles, each Class I Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class I Member shall be entitled to one (1) vote at meetings of the Members, save and except in respect of matters on which only Members of another class are entitled to vote exclusively as a class.

Section 11.11 Membership Dues and Fees

There shall be no membership fees or dues unless otherwise directed by the board of directors.

ARTICLE 12 MEETINGS OF MEMBERS

Section 12.1 Calling Annual and Special Meetings.

Any two or more of the directors and each of the chair of the board, the vice-chair of the board, the president and the chief executive officer have the power to call annual meetings of Members and special meetings of Members. Annual meetings of Members and special meetings of Members will be held on the date and at the time and place in Canada as the person(s) calling the meeting determine.

Section 12.2 Notice of Meetings.

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

The accidental omission to give notice of any meeting of Members to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 12.3 Waiver of Notice.

A Member, a proxyholder, a director or the public accountant and any other person entitled to attend a meeting of Members may waive notice of a meeting of Members, any irregularity in a notice of meeting of Members or any irregularity in a meeting of Members. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of Members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 12.4 Representatives.

A representative of a Member that is a body corporate or an association will be recognized if (i) a certified copy of the resolution of the directors or governing body of the body corporate or association, or a certified copy of an extract from the by-laws of the body corporate or association, authorizing the representative to represent the body corporate or association is deposited with the Corporation, or (ii) the authorization of the representative is established in another manner that is satisfactory to the corporate secretary or the chair of the meeting.

Section 12.5 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of Members are those persons entitled to vote at the meeting, the directors, the officers, the public accountant of the Corporation and others who, although not entitled to vote, are

entitled or required under any provision of the Act or the articles or this by-law to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting or the persons present who are entitled to vote at the meeting.

Section 12.6 Quorum.

A quorum of Members is present at a meeting of Members if not less than twenty-five (25) per cent of the Members entitled to vote at the meeting are present in person or represented by proxy.

Section 12.7 Voting at Members' Meetings by Proxy.

Pursuant the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who may but are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the meeting at which the proxy is to be used or it is deposited with the corporate secretary, a scrutineer or the chair of the meeting or any adjournment of the meeting prior to the time of voting.

Section 12.8 Chair, Secretary and Scrutineers.

The chair of any meeting of Members is the first mentioned of the following officers that is present at the meeting:

- (a) the chair of the board;
- (b) the vice-chair of the board; or
- (c) the president.

If no such person is present at the meeting, the persons present who are entitled to vote shall choose a director who is present, or a Member who is present, to chair the meeting. The corporate secretary, if any, will act as secretary at meetings of Members. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a Member, to act as secretary of the meeting.

If desired, the chair of the meeting may appoint one or more persons, who need not be Members, to act as scrutineers at any meeting of Members. The scrutineers will assist in determining the number of Members entitled to vote who

are present at the meeting and the existence of a quorum. The scrutineers will also receive, count and tabulate ballots and assist in determining the result of a vote by ballot, and do such acts as are necessary to conduct the vote in an equitable manner. The decision of a majority of the scrutineers shall be conclusive and binding upon the meeting and a declaration or certificate of the scrutineers will be conclusive evidence of the facts declared or stated in it.

Section 12.9 Procedure.

The chair of a meeting of Members will conduct the meeting and determine the procedure to be followed at the meeting. The chair's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the meeting of Members.

Section 12.10 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of Members shall be decided by a show of hands, unless a ballot on the question is required or demanded. Subject to the Act and other applicable law, the chair of the meeting may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a meeting of Members. The requirement or demand for a ballot may be made either before or after any vote on the question by a show of hands. A ballot will be taken in the manner the chair of the meeting directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the Members upon the question.

In the case of a vote by a show of hands, each person present who is entitled to vote has one vote. If a ballot is taken, each person present who is entitled to vote is entitled to the number of votes in accordance with the class or group of Membership which such person is entitled to vote at the meeting.

Section 12.11 Votes to Govern.

Any question at a meeting of Members shall be decided by a majority of the votes cast on the question unless the articles, the by-laws, the Act or other applicable law requires otherwise. In case of an equality of votes either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting is entitled to a second or casting vote.

Section 12.12 Adjournment.

The chair of any meeting of Members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the

adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of Members.

ARTICLE 13 HONOURED MEMBERS

Section 13.1 Honoured Members.

- (1) Honoured Members shall be those individuals:
 - (a) who are honoured and recognized by the Corporation for having brought special distinction to the sport of hockey and who are elected to the Hockey Hall of Fame and Museum as Honoured Members according to the designated voting process provided for in the by-laws of the Corporation; or
 - (b) who have previously honoured and recognized by the Corporation as "Honoured Members" of the Hockey Hall of Fame as previously constituted as either players, veteran players, builders, referees, or linesmen.
- (2) There shall be three (3) categories in the class of Honoured Members, namely:
 - (a) player;
 - (b) builder; and
 - (c) referee or linesman.
- (3) Honoured Members may be living or deceased.
- (4) All Honoured Members who are currently "Honoured Members" of the Corporation shall continue to be the Honoured Members of the Corporation. Additional persons may hereafter be made Honoured Members in accordance with other by-laws of the Corporation applicable thereto.
- (5) Any Honoured Member may relinquish his or her status as such by written notice to the chair of the board of directors or the president of the Corporation.

Section 13.2 Not Members.

- (1) Persons who are "Honoured Members" of the Hockey Hall of Fame are not *per se* members of the Corporation for the purposes of the Act or this By-law or for any other purpose.

- (2) An Honoured Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.
- (3) Notwithstanding Sections 13.2(1) and (2), an Honoured Member may be a Member of the Corporation by reason of being a Class H Member or Class I Member, and in such case shall be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation, if and for so long as he or she is a Class H Member or Class I Member.

ARTICLE 14 MISCELLANEOUS

Section 14.1 Corporate Seal.

The seal, an impression whereof is stamped in the margin hereof, shall bear the words
HOCKEY HALL OF FAME AND MUSEUM.

Section 14.2 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, Member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, Member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

Section 14.3 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

ARTICLE 15 EFFECTIVE DATE

Section 15.1 Effective Date.

This By-law comes into force when made by the directors in accordance with the Act.

Section 15.2 Repeal.

Upon coming into force and effect of this By-law, existing By-law No. 23 of the Corporation shall be repealed (except for Section 15.2 thereof), provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

This By-law was made by a resolution of the directors passed by the affirmative vote of not less than 75% of the votes cast on November 18, 2014 and was subsequently amended and restated by a resolution of the directors passed by the affirmative vote of not less than 75% of the votes cast on February 18, 2015.



John R. Dow, Secretary

This by-law was confirmed by a resolution of the Members passed by the affirmative vote of not less than 75% of the votes cast on March 25, 2015.



John R. Dow, Secretary