CONSTITUTION

OF THE NATIONAL HOCKEY LEAGUE PLAYERS' ASSOCIATION

ARTICLE I
NAME

This organization shall be known as the National Hockey League Players' Association, hereinafter also referred to as the Association. This document shall be known as the Constitution of the Association.

ARTICLE II
OBJECTS

Section 1. The objects and purposes of the Association shall be:

(a) To bring together in the organization, regardless of race, creed, colour or nationality, all National Hockey League players.

(b) To act on behalf of National Hockey League players in establishing and administering terms and conditions of employment with their employers and, in particular, as their exclusive bargaining representative in their relationship with the National Hockey League and its Clubs for the purposes of, among other things, negotiating Collective Bargaining Agreements, and administering and enforcing the provisions of such Agreements.

(c) To provide information and assistance to National Hockey League players and engage in activities to advance and safeguard their welfare.

(d) To develop such projects and enterprises as may bring further benefits to Members as individuals or to the Association as an entity.

(e) To promote and foster the best interests of hockey.

(f) To take all steps and actions consistent with the Constitution of the Association to implement and carry out the objects, rights, activities and responsibilities of the organization.

(g) To educate Members about the Association, the Collective Bargaining Agreement, and other issues that impact their respective careers.

ARTICLE III
MEMBERSHIP

Section 1. All players who are on an NHL Club roster shall be eligible for membership in the Association.

Section 2. To be a member in good standing of the Association, as used throughout this Constitution, and to enjoy the rights, privileges and benefits of Association membership, a person must not: be in arrears in the payment of Association dues, assessments or fines, if any; or be subject to an active suspension of the Association pursuant to Article V Section 2(M) or Article XIV Section 2.

Section 3. All members of the Association are bound by this Constitution as well as any by-laws enacted by the Executive Board pursuant to Article XV Section 2.

ARTICLE IV
CLUB PLAYER REPRESENTATIVES

Section 1. Roles and Responsibilities

(A) The members in good standing of each NHL Club shall elect, from among their numbers, a Club Player Representative and an Alternate Club Player Representative, as set forth in Section 4 of this Article.

(B) Each Club Player Representative shall serve as a voting member of the Executive Board of the Association, as set forth in Article V, and shall confer regularly with the members of his Club and represent such members in the resolution of problems at the Club level.

(C) Each Alternate Club Player Representative shall, in the event that the Club Player Representative is unavailable, perform the duties and have the powers of the Club Player Representative at any meeting of the Executive Board. For this purpose, the Alternative Club Player Representative need not meet the eligibility requirements of Section 2 of this Article.

Section 2. Eligibility

To be eligible for election as Club Player Representative, a person must have been on an NHL Club roster for at least 160 games. To be eligible for election as Alternate Club Player Representative, a person must have been on an NHL Club roster for at least 80 games.

Section 3. Terms of Office and Vacancies

(A) Elections of Club Player Representatives and Alternate Club Player Representatives shall be conducted during the period between the first day of the NHL Regular Season and October 31st in even-numbered years (starting October 2010). The term of office for Club Player Representatives and Alternate Club Player

Representatives shall be two (2) years.

(B) Should a Club Player Representative resign, be traded, cease to remain on the NHL Club roster of the Club he represents, or fail to maintain his Association membership in good standing, the Alternate Club Player Representative of such Club shall automatically succeed to the office and complete the remainder of the unexpired term, regardless of whether he meets the eligibility requirement in Section 2 of this Article. In the event an Alternate Club Player Representative automatically succeeds to the position of Club Player Representative, or in the event an Alternate Club Player Representative resigns, is traded, ceases to remain on the NHL Club roster of the Club he represents, or fails to maintain his Association membership in good standing, his office shall be declared vacant. If the position of Alternate Club Player Representative is vacant at the time a Club Player Representative resigns, is traded, ceases to remain on the NHL Club roster of the Club he represents, or fails to maintain his Association membership in good standing, the Club Player Representative position shall also be declared vacant, and shall be filled in accordance with Subsection 3(C) of this Article.

(C) Vacancies in the office of Club Player Representative and/or Alternate Club Player Representative shall be filled for the remainder of the term of office by the holding of another election, as set forth in this Article, within twenty (20) days after the vacancy occurs. In the event a Club Player Representative or Alternate Club Player Representative is traded or ceases to be on the NHL Club roster during the play-offs or off-season, such Club Player Representative and/or Alternate Club Player Representative shall continue to serve until a new Club Player Representative and/or Alternate Club Player Representative is selected, provided that such selection shall take place no later than the following October 31st.

Section 4. Nominations and Elections Procedures

(A) The nominations for Club Player Representative and Alternate Club Player Representative shall be conducted at a Club meeting held as soon as practicable after the first day of the NHL Regular Season, and no later than October 31st. There shall be separate nominations and votes for each of these positions.

(B) Within seven (7) days from the first day of the NHL Regular Season or, in the case of the filling of a vacancy, within seven (7) days after the date that the vacancy occurred, the Association shall send a Notice of Nominations and Election to all members in good standing of the Club. This Notice may be communicated by one or any of : (1) mail to a member's last known home address; (2) mail to a member care of his Club Player Representative; or (3) via email to the member's last known e-mail address.

(C) In the event there is more than one candidate for either the Club Player Representative or the Alternate Club Player Representative position, the Club Player Representative and/or Alternative Club Player Representative shall be elected by a secret ballot vote of the majority of the members on the Club. Such secret ballot vote shall be supervised in person by an individual designated by the Executive Director. In the event that there is only one candidate for either the Club Player

Representative or the Alternative Club Player Representative position, such candidate(s) shall be declared elected and no secret ballot election shall be necessary.

ARTICLE V
EXECUTIVE BOARD

Section 1. Composition

The Executive Board of the Association shall consist of the Club Player Representatives and the Executive Director serving *ex officio*. All members of the Executive Board shall be voting members, except for the Executive Director.

Section 2. Jurisdiction and Duties

The Executive Board shall direct the affairs of the Association, consistent with this Constitution, and shall establish such policy and otherwise make such decisions as it may consider necessary or appropriate to carry out the objects and purposes of the Association. The Executive Board's powers shall include but not be limited to:

(A) Binding the members of the Association, consistent with this Constitution.

(B) Interpreting this Constitution.

(C) Appointing and determining the terms of service of the Executive Director.

(D) Approving by confirmation vote the Executive Director's nomination of the General Counsel of the Association.

(E) Approving the annual budget of the Association and otherwise authorizing the expenditure of the Association's funds.

(F) Approving the Association's audited financial statements.

(G) Establishing such committees and positions as the Board deems appropriate, appointing individuals to such committees or positions as will, in the opinion of the Board, effectuate the policy of the Board, and delegating to these committees and positions the powers and authorities it considers appropriate.

(H) Appointing individuals to serve on joint Player/League committees and committees established by bargaining agreements.

(I) Appointing outside advisor(s) as the Board deems appropriate, including but not limited to an Ombudsman.

(J) Appointing a subcommittee of the Board to consult on an ongoing basis with the Executive Director.

(K) Overseeing the general conduct of collective bargaining negotiations, including the appointment of the Negotiating Committee.

(L) Determining those issues upon which the membership will be consulted before any decisions are made.

(M) Disciplining a member of the Association for proper cause, in accordance with the NHLPA Code of Professional Conduct as outlined in Appendix "A" of this Constitution.

Section 3. Meetings and Quorum

(A) The Executive Director shall call at least two (2) in person annual meetings of the Executive Board, unless the Board determines that only one meeting is necessary. The Executive Board shall determine the location of annual Board meeting(s). The first annual Board meeting shall be held near the end of June each year. Any subsequent annual meetings shall be held in the off-season prior to the start of training camp or at such other time as may be determined by the Executive Board. The first annual Executive Board meeting shall also be the annual meeting of the membership.

(B) Additional *ad hoc* meetings of the Board may be called as necessary either by the Executive Director or by five members of the Executive Board. If a Club Player Representative is unable to attend a meeting, the Alternate Club Player Representative will attend and for the purpose of that meeting will be a member of the Executive Board.

(C) Meetings of the Executive Board shall be chaired by the Executive Director, unless the matters being discussed at the meeting relate to the position and performance of the Executive Director. In such a case, the Executive Board may continue its meeting in an Executive Session.

(D) Minutes will be maintained of the proceedings and decisions taken at Executive Board meetings.

(E) The Association shall be responsible for making all travel and accommodation arrangements for Club Player Representatives, Alternate Club Player Representatives, and members of the Association in good standing who attend any meeting of the Executive Board or annual meeting of the membership.

(F) Twenty (20) of the voting members of the Executive Board present either in person or by conference call, shall constitute a quorum for the transaction of business at any meeting.

(G) All actions and decisions of the Executive Board shall be authorized and made by at least eighteen (18) voting members of the Executive Board present either in person or by conference call.

(H) An agenda of the issues to be discussed at an upcoming meeting of the

Executive Board shall be circulated at least seven days prior to each meeting, unless exceptional circumstances require that a meeting be held with less notice.

(I) If the members of the Executive Board attending a meeting of the Executive Board, either in person or by conference call, do not constitute a quorum, the following special voting procedure shall apply:

(i) The meeting shall be carried out and votes taken on any business arising at the meeting.

(ii) Any members of the Executive Board who did not attend the meeting, or who attended the meeting but elect to take additional time before submitting a vote, shall be permitted to vote on all matters arising at the meeting. Non-attending members are responsible for informing themselves of the matters discussed at the meeting. The non-attending members and attending members who elect for additional time to vote shall communicate their vote by e-mail, text message, or other means of communication to the Executive Director, or to persons designated by the Executive Director, within seventy-two (72) hours of the close of the meeting, or within such longer period as a majority of the Board members attending the meeting may determine.

(iii) The result of the vote shall be the total of votes cast by members of the Executive Board present in person or by conference call, and votes cast by non-attending members and members electing for additional time following the procedure set out in subsection (ii) above.

(iv) After the votes are counted, the Chair of the meeting shall communicate the result of the vote to all members of the Executive Board.

(v) The same quorum and required number of votes for passage specified in paragraphs (F) and (G) of this Section apply to a vote conducted using these special voting measures.

(J) If the members of the Executive Board attending a meeting of the Executive Board, either in person or by conference call, constitute a quorum, the following voting procedure shall apply:

(i) A matter shall be considered passed if it is supported by the votes of eighteen (18) Board members present in person or by conference call.

(ii) If a matter is supported by the votes of a majority of Board members present in person or by conference call, but receives fewer than eighteen (18) votes in support, any Board members not attending the meeting will be entitled to vote on the matter within seventy-two (72) hours from the close of the meeting. A matter shall be considered passed once it is supported by the votes of eighteen Board Members.

(iii) If a matter is opposed by the votes of a majority of Board members

present in person or by conference call, but receives not more than twelve (12) votes in opposition, it shall be considered to have failed unless a majority of Board members present in person or by conference call agree to allow non-attending members to vote on the matter within seventy-two (72) hours of the close of the meeting. A matter shall be considered failed once it is opposed by the votes of more than twelve (12) Board members.

(iv) Non-attending Members are responsible for informing themselves of the matters discussed at the meeting.

(K) In all cases where Board members are authorized to submit votes within seventy-two (72) hours of the close of a meeting, such members shall communicate their vote by e-mail, text message, or other means of communication to the Executive Director, or to persons designated by the Executive Director.

(L) Any action required or permitted to be taken at a meeting of the Executive Board may also be taken without a meeting if a consent in writing setting out the action so taken is signed by at least twenty (20) voting members of the Executive Board then in office. For the purposes of this Subsection, Board Members may submit an unsigned consent in writing via email, text message, or other means of electronic communication if the email, text message, or other electronic communication is submitted from an address on file with the NHLPA.

(M) All members of the Association are encouraged to attend any meeting of the Executive Board. It is expected that all players will attend one annual meeting of the membership every three years. Players who have less than 160 games on an NHL team roster are expected to attend all annual meetings of the membership until they have been on an NHL Club roster for 160 games.

ARTICLE VI
EXECUTIVE DIRECTOR

Section 1. Appointment and Terms of Service

The Executive Director shall be appointed by the Executive Board to serve on such terms and under such conditions as the Executive Board may consider appropriate. The Executive Director shall be responsible to the Executive Board, and may serve for so long as he or she enjoys the trust and confidence of the Executive Board.

Section 2. Duties and Powers

(A) The Executive Director shall direct and carry out the affairs and policies of the Association and act on behalf of the Executive Board, consistent with the objects and purposes of the Association and its Constitution.

(B) The Executive Director shall maintain and direct the activities of the Association, subject to the annual budget of the Association. The duties will include:

engaging technical assistance and staff as are necessary for the conduct of the Association's business; establishing salaries, fees and conditions of employment for such persons and directing them in the performance of their duties; preparing the annual budget of the Association to be presented to the Executive Board for approval at its regular June meeting, and reporting to the Board on his or her actions and the activities of staff or other persons engaged to conduct the Association's activities.

(C) The Executive Director shall nominate for appointment the General Counsel of the Association, subject to the confirmation by vote of the Executive Board as set out in Articles V and VII of this Constitution.

ARTICLE VII
GENERAL COUNSEL

(A) The General Counsel of the Association shall be nominated for appointment by the Executive Director, subject to confirmation by vote of the Executive Board. The terms of employment of the General Counsel shall be established by the Executive Director. The General Counsel shall serve as the chief legal officer of the Association.

(B) The General Counsel's employment may be terminated by the Executive Director. In the event that the Executive Director terminates the General Counsel's employment, the Executive Director shall promptly report on such termination to the Executive Board.

ARTICLE X
AUDIT COMMITTEE

Section 1. Purpose

The purpose of the Audit Committee is to assist the Executive Board and general membership in fulfilling the Executive Board's responsibilities in relation to the review and approval of the financial statements and financial reporting, review and assessment of internal controls and overall financial governance of Association practices. The Audit Committee shall also be directly responsible for overseeing the relationship of the external auditors with the Association and the external auditors shall report directly, and be accountable, to the Audit Committee.

The role of the Audit Committee is comprised of stewardship, governance and oversight. The Audit Committee plays an important role within the control environment and monitoring components of internal control over financial reporting. Association management is responsible for maintaining internal controls and preparing the financial statements and internal financial reports. The external auditors are responsible for the audit of the financial statements and the internal controls over financial reporting.

The Audit Committee shall report to the Executive Board on all significant financial matters and has no authority to bind the Association in any manner save and except those matters specifically outlined in Section 2(H) and Section 3(C) of this Article.

Section 2. Mandate

The Audit Committee shall:

(A) Review the annual financial statements of the Association and related external audit report with Association management and the external auditors. Unless further investigation is required, the Audit Committee shall recommend the financial statements to the Executive Board for approval.

(B) Review with Association management the past year's revenues and expenses as compared to budget.

(C) Review the budget proposed by the Executive Director for the upcoming fiscal year and provide a recommendation to the Executive Board for adjustment and/or approval.

(D) Make recommendations to the Executive Board regarding the Association policies that govern staff compensation, bonuses, and expenses.

(E) Review investment policy of the Association with Association management and, if necessary, recommend adjustments of investment strategy to the Executive Board.

(F) Review with Association management and the external auditors, the adequacy and effectiveness of the internal controls and the Association's management information systems and procedures. Particular attention shall be given to accounting procedures, financial statements and antifraud processes.

(G) Review with Association management and the external auditors their assessment of significant financial risks and exposures. In addition, review and assess the steps that Association management has taken to mitigate such risks.

(H) Review and evaluate the external auditors, including the lead partner's performance and make a recommendation to the Executive Board as to the appointment or re-appointment of the external auditors. The Audit Committee shall have the authority to determine the terms of engagement and annual remuneration of the external auditors.

Section 3. Appointment, Procedures, and Operation of Audit Committee

(A) The Audit Committee shall consist of four (4) members in good standing of the general Association membership appointed by the Executive Board, and the Executive Director serving *ex officio*. The term of office for the Player-members of the Audit Committee shall be two (2) years; no term limits shall be imposed.

(B) If a vacancy on the Audit Committee exists, members of the Committee shall be appointed at the Executive Board's discretion.

(C) The Audit Committee has the authority to communicate directly with external auditors and, subject to budgetary authorization by the Executive Board, to engage independent counsel and other advisors as it determines necessary to carry out its duties.

(D) The Audit Committee shall meet at least annually and shall meet at such other times during each year as it deems appropriate.

(E) A majority of the members of the Audit Committee shall constitute a quorum.

(F) Subject to any statute, the Constitution and by-laws of the Association, the Audit Committee shall set its own procedures at meetings, keep records of its proceedings and report to the Executive Board when the Audit Committee may deem appropriate.

(G) From time to time, the Audit Committee shall review and reassess the adequacy of its mandate and procedures, and recommend changes to the Executive Board if necessary.

ARTICLE XI
PENSION BOARDS

Section 1. Pension Board of the Canadian Plan

The Association shall have equal representation on the Board of the National Hockey League Players' Pension Plan (hereinafter also referred to as the "Canadian Plan"). Unless the Trust Agreement of the Plan alters the total number of Trustees, the Pension Board of the Canadian Plan shall consist of four (4) Participant Trustees, which may include the Executive Director. The Trustees shall be appointed by the Executive Board upon the recommendation of the Executive Director. The Trustees shall oversee the Canadian Plan and report to the Executive Board.

Section 2. Pension Board of the US Plan

The Association shall have equal representation on the Board of the National Hockey League Players' Pension Plan for Players of United States Member Clubs (hereinafter also referred to as the "U.S. Plan"). Unless the Trust Agreement of the Plan alters the total number of Trustees, the Pension Board of the U.S. Plan shall consist of two (2) Participant Trustees, which may include the Executive Director. The Trustees shall be appointed by the Executive Board upon the recommendation of the Executive Director. The Trustees shall oversee the US Plan and report to the Executive Board.

ARTICLE XII
COLLECTIVE BARGAINING

Section 1. Negotiating Committee

(A) The Negotiating Committee shall consist of the Executive Director, General Counsel and other members appointed by the Executive Board.

(B) The Negotiating Committee may be appointed at any time by the Executive Board and its responsibilities shall include: preparation for and conducting collective bargaining negotiations and, with the approval of the Executive Board, overseeing the ratification of a new collective agreement.

(C) The Negotiating Committee shall report to the Executive Board on the progress of negotiations.

(D) With the approval of the Executive Board, the Negotiating Committee shall establish the procedures for the conduct of collective bargaining negotiations, including ratification and strike votes.

Section 2. Ratification Procedures

A majority vote of the members in good standing voting to approve the tentative collective bargaining agreement shall constitute approval of the agreement. The ratification vote of the membership shall be conducted in accordance with applicable laws and/or regulations and shall be by secret ballot.

Section 3. Strike Vote

A majority vote of the members in good standing voting to authorize a strike shall constitute authorization for a strike. The strike vote shall be conducted in accordance with applicable laws and/or regulations and shall be by secret ballot.

ARTICLE XIII
INDEMNIFICATION

The Club Player Representatives, Alternate Club Player Representatives, Executive Director, General Counsel, persons serving the Association through appointment by the Executive Board or by the Executive Director, Members of Committees, employees, and agents of the Association (hereinafter collectively referred to as “Indemnitees”) shall not be personally liable for the Association's debts, obligations, or liabilities. Subject to the conditions hereinafter set forth, the Association shall indemnify all of the Indemnitees against reasonable expenses including attorney's fees, settlement payments, judgements and fines, actually incurred by them in connection with the defense of any action, suit, or proceeding or threat of such action, suit or proceeding, no matter by whom brought, or in any appeal in which

they or any of them are made parties or a party, by reason of holding one of the positions being indemnified, or by reason of performing or carrying out the duties of such a position. The Indemnitees shall not be indemnified in relation to matters arising from an Indemnitee's own wilful acts or omissions that are fraudulent, dishonest or in bad faith, as determined by a judgment, decision or order of a court of competent jurisdiction or as admitted by the Indemnitee.

ARTICLE XIV
DUES

Section 1. The Executive Board, at one of its annual meetings shall fix for the following year the rate of annual dues for Members of the Association. Special assessments may be levied upon recommendation of the Executive Board and ratification by a majority of the voting Members in good standing.

Section 2. A Member who fails to pay or authorize the payment of his dues shall automatically be suspended from the Association and shall lose all the rights and privileges of membership. A service fee will be deducted from each NHL player's salary even if the player declines membership in the Association. Said fee will be equal to the annual dues of the Association.

ARTICLE XV
AMENDMENTS

Section 1. This Constitution may be amended upon recommendation of the Executive Board and ratification by the vote of two-thirds of the Members in good standing.

Section 2. The Executive Board may from time to time, enact such by-laws as it may consider appropriate with respect to the affairs and policies of the Association.

ARTICLE XVI
RATIFICATION

This Constitution shall become effective upon ratification by the vote of two-thirds of the Members in good standing.

APPENDIX "A"

NHLPA Code of Professional Conduct

I. A member shall at all times act in a manner that is consistent with the objects and purposes of the NHLPA, and shall not conduct himself in a manner that is detrimental to the Association. In particular, a member shall:

(i) Adhere to the Constitution, by-laws and policies of the Association.

(ii) Recognize the Association as the official voice of the Association and its members in matters relating to the Association's business.

(iii) Support collective bargaining initiatives, including a strike authorized by the Association.

(iv) Refrain from undertaking or supporting actions which undermine established bargaining procedures, standards, and objectives.

(v) Refrain from acting in a manner prejudicial to the welfare and interests of the Association and its members.

(vi) Refrain from disclosing any confidential Association information to any non-member without the approval of the Executive Board.

(vii) Use his best efforts to attend Association meetings and to participate in the affairs of the Association.

(viii) Pay union dues and special assessments levied by the Executive Board pursuant to Article XIV of the Constitution.

(ix) Refrain from participating or engaging in any kind of surveillance and/or interception of e-mails or any other means of communication without the consent of all of the parties to the e-mail or other means of communication.

II. Procedures

(i) A complaint alleging a violation of the Code of Professional Conduct shall be submitted by a member, in writing, to the General Counsel.

(ii) The General Counsel will draft charges based on the complaint unless the complaint is viewed to be frivolous or vexatious. The charges shall be served upon the member who is alleged to have violated the Code of Professional Conduct. The member will be notified of the charges at least 30 days before any disciplinary hearing before the Executive

Board or a committee appointed by the Executive Board.

(iii) A member shall have the right to have a representative attend the meeting with him. At the hearing before the Executive Board, or a committee appointed by the Executive Board, the member and/or his representative will be given full opportunity to present evidence and arguments in his defence and to examine and reply to any evidence presented against him.

(iv) Within 30 days following the hearing, the Executive Board or a committee appointed by the Executive Board, shall issue its final decision with respect to the charges and discipline to be imposed. The discipline may include the following or any variation of the following:

(a) warning

(b) written reprimand

(c) suspension

(d) terms and conditions imposed on the member's membership privileges and rights for a specified or indefinite period of time

(e) reasonable fine

(f) expulsion

(v) If the discipline is imposed by a committee appointed by the Executive Board, the member may appeal the decision to the Executive Board within 10 days of the decision. The Executive Board shall give the member an opportunity to be heard, in writing or in person. The Executive Board shall make whatever decision its deems appropriate in the circumstances.