

**ASSOCIATION DE HOCKEY MINEUR DE CÔTE SAINT-LUC  
CÔTE SAINT-LUC MINOR HOCKEY ASSOCIATION  
(the "Corporation")**

**BY-LAW NO. 2019-1**

**being the**

**GENERAL BY-LAWS**

**CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**HEAD OFFICE**

2. The Head Office of the Corporation shall be situated within the limits imposed by the Letters Patent of the Corporation, in the Province of Quebec.

**CONDITIONS OF MEMBERSHIP**

3. **Members.** Members are physical persons concerned or interested in furthering the objects of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. Members will have the right to receive notices, to attend to and vote at meetings of members.
4. **Fees.** The board of directors may, by resolution, determine the amount of any annual membership fees payable to the Corporation by its members, as well as the time the said fees become due. Membership fees are not reimbursed in the case of striking-off, suspension or removal of a member.
5. **Withdrawal.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
6. **Suspension and removal.** The board of directors may, by resolution, suspend for a period which it determines or permanently remove any member who omits to pay any required membership fee or commits an act which is considered disgraceful, or

contrary or harmful to the objects pursued by the Corporation. In this regard, the decision of the board of directors will be final and without recourse, and the board of directors is authorized to adopt and follow any procedure which it may determine from time to time.

### MEETINGS OF MEMBERS

7. **Time and place of meetings.** The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in the province of Quebec as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside the province of Quebec.
8. **Annual meetings.** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.
9. **Calling of meetings.** The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of not less than five percent (5%) of the voting rights. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Only those questions listed on the aforesaid notice can be dealt with at any meeting where special business will be transacted. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.
10. **Quorum.** The members present in person at a meeting will constitute a quorum.

11. **Voting.** At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws. Each voting member present at a meeting shall have the right to exercise one vote. The Chairman may only vote if his vote shall break a tie or create a tie. In the event of a tie, the motion shall be deemed not to have been carried. Notwithstanding the above, the Chairman may always vote in a secret ballot.

### **BOARD OF DIRECTORS**

12. **Number and quorum.** The property and business of the Corporation shall be managed by a board of directors composed of the number of directors set out in the Letters Patent of the Corporation of whom the majority present shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract.
13. **Provisional directors.** The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.
14. **Permanent directors.** At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
15. **Eligibility.** Only members who have paid-up any required membership fees are eligible to become directors of the Corporation. Directors who have terminated their term of office are re-eligible.
16. **Term.** Directors shall be elected for a term of one year by the members at an annual general meeting of members and can be re-elected without interruption of their term at any following annual meeting of members.
17. **Remuneration.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

18. **Vacancies.** The office of director shall be automatically vacated:

- a) if a director shall resign his office by delivering a written resignation to the secretary of the Corporation;
- b) if he is found by a court to be of unsound mind;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) if at a special general meeting of members a resolution is passed by the majority of the members present at the meeting that he be removed from office;
- e) on death;
- f) if he loses his quality as member;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

**MEETINGS OF THE BOARD OF DIRECTORS**

- 19. **Notices and place.** Meetings of the board of directors may be held at any time determined by the directors at the head office of the Corporation, or at any place to be determined by the directors, provided that 7 days written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least four (4) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 20. **Voting.** Each director is authorized to exercise one (1) vote. The Chairman may only vote if his vote shall break a tie or create a tie. In the event of a tie, the motion shall be deemed not to have been carried. Notwithstanding the above, the Chairman may always vote in a secret ballot.
- 21. **Participation by telephone.** If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting

of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

22. **Written resolution.** A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

### MINUTES OF BOARD OF DIRECTORS

23. The minutes of the board of directors shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

### INDEMNIFICATION OF DIRECTORS AND OTHERS

24. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of this office or in respect of any such liabilities;
  - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

### **POWERS OF DIRECTORS**

25. **General powers.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
26. **Expenses.** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.
27. **Donations.** The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
28. **Engagement of employees.** The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
29. **Remuneration of employees and agents.** A reasonable remuneration for all officers, agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

### **OFFICERS**

30. **Designation.** The officers of the Corporation shall be a president, a vice-president, secretary and treasurer and, at the discretion of the board of directors, additional vice-presidents having specific responsibilities, an assistant-treasurer or an assistant-secretary, and any such other officers as the board may by by-law determine. Any two offices, other than the offices of president, vice-president and any of the additional vice-presidents, may be held by the same person.
31. **Election.** The president and all other officers shall be elected at the first meeting of the members to hold office for one year from the date of election or until their successors are elected in their stead. The members shall have the right to appoint co-presidents for a fixed period of time.
32. **Term of office.** The officers stay in office until the close of the next annual general meeting of the members or resolutions in lieu thereof, or until their resignation, removal or replacement.
33. **Qualification.** Officers, other than the president, need not be directors, nor members.
34. **Remuneration and indemnification.** The officers of the Corporation are not remunerated as such for their services. They have the right to the same indemnification stated at section 24 above for the directors.
35. **Resignation and removal.** Any officer may resign at any time by notice in writing given to the president or the secretary or during a meeting of the Board of Directors. Any officer shall be subject to removal with or without cause by the majority of the directors unless there exists a written agreement to the contrary.

### **DUTIES OF OFFICERS**

36. **President.** The president shall be the chief executive officer of the Corporation. He shall have the general active management of the affairs of the Corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.
37. **Vice-president.** The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
38. **Additional vice-presidents.** The additional vice-presidents shall perform such duties as shall from time to time be imposed upon them by the board of directors.

39. **Treasurer.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.
40. **Secretary.** The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
41. **Other officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### COMMITTEES

42. The board of directors may create such committees as it shall deem necessary from time to time and such committees shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. Such committees shall deal with the specific objects for which they have been created, shall report to the board of directors upon its request and are automatically dissolved upon completion of their mandate or upon decision by the board of directors. Committee members are not remunerated for their services as such. They have the right to the same indemnification stated at section 24 above for the directors.



### **EXECUTION OF DOCUMENTS**

43. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

### **FINANCIAL YEAR**

44. Unless otherwise ordered by the board of directors, the fiscal year-end of the Corporation shall be the 30<sup>th</sup> day of April in each year.

### **AUDITORS**

45. If the members have not resolved to dispense with the appointment of an auditor or if any such resolution is not remissible or effective in law because of the Corporation's receipt of government grants or assistance, the members shall at each annual meeting appoint an auditor or auditors to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor or auditors shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors. All other rights and duties of the auditor or auditors of the Corporation shall be regulated by the laws governing the Corporation.

### **BOOKS AND RECORDS**

46. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **RULES AND REGULATIONS**

47. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

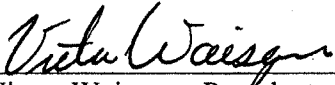
### **INTERPRETATION**


48. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### **AMENDMENT OF BY-LAWS**

49. Subject to the provisions of Part III of the *Companies Act*, the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law.

IN WITNESS WHEREOF we have hereunto set our hands at Montreal, Quebec, as of August 20, 2019.

  
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Victor Waisgrus, President

  
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Scott Rozansky, Secretary

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**ASSOCIATION DE HOCKEY MINEUR DE CÔTE SAINT-LUC  
CÔTE SAINT-LUC MINOR HOCKEY ASSOCIATION  
(the "Corporation")**

**BY-LAW NO. 2019-2**

(Change to the number of directors)

The number of directors is changed to up to: 12.

THAT the following French version of By-Law No. 2019-2 be approved, for the purpose of filing a certified copy with the *Registraire des entreprises*:

Règlement n° : 2019-2

(Modification du nombre d'administrateurs)

Le nombre d'administrateurs est modifié pour jusqu'à : 12.


THAT the Secretary or any officer of the Corporation hereby is authorized to, and instruction is hereby given to him or her, to do all acts and things and to sign and execute all documents and instruments that are necessary or advisable for the due carrying out of the foregoing.

*[Signature page follows]*

IN WITNESS WHEREOF we have hereunto set our hands at Montreal, Quebec, as of August 20, 2019.



Victor Waisgrus, President



Scott Rozansky, Secretary