

**BRAMPTON HOCKEY INC.
BYLAW NUMBER 2
As of JUNE 2011**

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A By-law, relating generally to the conduct of the affairs of Brampton Hockey Inc.

IT IS HEREBY ENACTED as a By-law No. 2 of Brampton Hockey Inc. (the "Corporation") as follows:

1. GENERAL [Amended July 1998]

1.01 DEFINITIONS [Amended July 1998]

In this By-law and all other By-laws of the Corporation, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- (a) "Act" means the *Corporation Act* R.S.O. 1990, c. C.38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment of substitution, any reference in the By-laws shall be read as referring to the amended or substituted provisions thereof;
- (b) "Letters Patent" means the Letters Patent and any supplementary letter patent of the Corporation; and
- (c) "By-laws" means all By-laws of the Corporation from time to time in force and effect.

1.02 NAME [Amended June 2011]

Where as on April 20, 2011 a motion to change its name from Brampton Youth Hockey Association to Brampton Hockey Inc; was passed by the membership at its annual general meeting. On June 8, 2011 the Ministry of Government Services registered the name change to Brampton Hockey Inc. The Corporation shall also be known and described as the Brampton Hockey.

2. MEMBERS [Amended July 1998]

The Members of the Corporation shall include all players registered during the current season in the various age groups being the age of majority, one parent of a player(s) under the age of majority registered during the current season, coaches, assistant coaches, managers, assistant managers, trainers, convenors, referees registered during the current season, immediate Past-President, Parent Representatives and Committee Members.

3. REGISTERED OFFICE [Amended July 1998]

The head office of the Corporation shall be in the City of Brampton, in the Province of Ontario.

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4. CORPORATE SEAL [Amended July 1998]

The corporate seal, an impression of which appears in the margin hereof, be and the same is hereby adopted as the seal of the Corporation.

5. MEMBERSHIP [Amended July 1998]

5.01 CONFIRMATION [Amended July 1998]

Membership in the Corporation may from time to time be issued by resolution of the Board of Directors in such number, on such terms and conditions and to such persons or class of persons as the Board of Directors may determine and as may be permitted by the Letters Patent.

5.02 TERMINATION OF MEMBERSHIP – GENERAL [Amended July 1998]

Subject to the Letters Patent and By-laws, membership is not transferable and is terminated when:

- (a) the Member dies or resigns;
- (b) the membership is terminated in accordance with the By-laws;
- (c) the term of the membership expires; or
- (d) the Corporation is liquidated or dissolved under the Act

5.03 TERMINATION OF MEMBERSHIP BY MEMBERS [Amended July 1998]

Subject to the Act, any membership may be terminated prior to its expiry by a vote of two-thirds of the regular Members present in a duly convened meeting. Any such termination shall not contravene public policy.

6. MEMBERS' MEETINGS [Amended July 1998]

6.01 LOCATION [Amended July 1998]

Meetings of Members of the Corporation shall be held at such location in Brampton, Ontario as the Board of Directors may from time to time determine.

6.02 CALLING OF MEETINGS [Amended April 2003]

The Board of Directors shall call an annual meeting of Members during the month of April of each hockey season.

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6.03 NOTICE OF MEETING [Amended July 1998]

The Board of Directors or the President or Vice-Presidents shall have power to call at any time a meeting of the Members of the Corporation. Notice of the time and place of every such meeting shall be given to each Member either by (i) sending the notice by prepaid post, twenty-one (21) days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any place and at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact, or (ii) by publication at least once a week for two consecutive weeks next proceeding the meeting in a newspaper circulated in the municipality in which the majority of Members of the Corporation reside as shown by their addresses in the Register of the Corporation.

6.04 DOCUMENTATION AT ANNUAL MEETING [Amended July 1998]

Subject to the Act, the Board of Directors shall place before the Members at every annual meeting:

- (a) financial statements as prescribed by the Act;
- (b) the report of the auditor, if any;
- (c) nominations for Directors and/or Officers; and
- (d) notices of motion and/or by-law amendments, if any.

All notices of motion and other business shall be submitted in writing to the Secretary no later than two (2) weeks prior to the Annual General Meeting.

6.05 QUORUM [Amended July 1998]

A quorum for the transaction of business at any meeting of Members shall consist of not less than 25 Members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting, provided that if a quorum is present at the commencement of a meeting a quorum shall be deemed to be present during the remainder of the meeting.

6.06 ADJOURNMENT [Amended July 1998]

The chairperson of the meeting may, with the consent of the Members present at the meeting, adjourn any meeting of the Members from time to time to a fixed time and place, and notice of such adjourned meeting need be given to the Members. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

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6.07 RIGHT TO VOTE [Amended July 1998]

Subject to the provisions of the Act and the Letters Patent, at any meeting of the Members, every person shall be entitled to vote at the meeting who at the time is entered in the Register of Members as the holder of an interest carrying the right to vote at such meeting.

6.08 VOTES TO GOVERN [Amended July 1998]

At any meeting of the Members, unless a special resolution or some other special majority is required by the Act or the Letters Patent, all questions shall be decided by the majority of votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to a second or casting vote.

6.09 VOTING [Amended July 1998]

- (a) Unless a ballot is demanded, voting at a meeting of the Members shall be by way of show of hands. Upon a show of hands each person present and entitled to vote at a meeting shall have one vote and a declaration by the chairperson of the meeting that any question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the Members upon the said question.
- (b) The chairperson of the meeting or any Member may require or demand a ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chairperson of the meeting shall direct. On a ballot, the Members present in person shall be entitled, in respect of the membership which the Member is entitled to vote at the meeting upon the question, to the number of votes provided by the By-Laws and the result of the ballot so taken shall be the decision of the Members upon the said question.
- (c) In the event of an election for Directors and/or Officers such voting shall be by way of ballot.
- (d) Each Member shall be entitled to one vote.

6.10 PROXIES [Amended July 1998]

There shall be no voting by proxy.

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6.11 PRESIDING PARTIES [Amended July 1998]

The chairperson of any meeting of the Members shall be the first mentioned of such of the following parties as have been appointed and is present at the meeting; the President, the Vice-Presidents, the Treasurer, the Secretary, Immediate Past-President, Board Member or Parent Representative. In the absence of the above-noted parties, the Members shall choose one of its numbers to chair the meeting. The secretary of the meeting shall be the Secretary of the Corporation. Notwithstanding the above, the chairperson of the meeting may appoint a person, who need not be a Member, to act as secretary of the meeting.

7. DIRECTORS [Amended July 1998]

7.01 NUMBER AND QUALIFICATIONS [Amended July 1998]

There shall be a Board of Directors consisting of not less than six persons nor more than forty-five Directors, as determined from time to time by the Members. All such Directors must meet the qualifications stated in the Act and the By-Laws. A majority of the Directors shall be resident Canadians and reside in the City of Brampton.

7.02 NOMINATIONS AND QUALIFICATIONS [Amended April 2005]

- (a) Any Member of the Corporation may nominate any other Member for the position of Director as long as the nominee is a Member, and continues to be so in good standing, of the Corporation for at least one hockey season prior to the nomination;
- (b) Any Member of the Corporation may nominate any Member for the position of:
 - 1. President;
 - 2. Seven Vice-Presidents, (Hockey Development, Recreational, Intra-City and Representative Leagues, Special Events and Planning and Parent Committees);
 - 3. Secretary;

Each nominee must have been a Member of the Board of Directors for at least one year within the last five years immediately preceding the nomination;

- (c) Nominations for the position of Director or member of the Executive must be submitted on a BYHA Nomination Form and must be submitted to the Secretary no later than two (2) weeks prior to the Annual General Meeting.

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7.03 POWERS [Amended July 1998]

The Board of Directors shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

7.04 RETIREMENT [Amended July 1998]

The office of a Director shall be declared vacated if the Director:

- (a) Is found to be a mentally incompetent person as declared by a qualified medical practitioner;
- (b) If by notice in writing to the Corporation resigns their office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later and accepted by the Board;
- (c) Dies; or
- (d) Is removed from office in accordance with paragraph 7.06.

7.05 FILLING VACANCIES [Amended APRIL 2011]

Subject to the provisions of Section 7 any Director's vacancy may be filled for the remainder of the season by way of nomination by the Board of Directors then in office, if they see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, for the balance of the original term of the Director's vacancy, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

In the case of an Executive Committee vacancy, subject to the nomination requirements contained in Section 7.02 (b) it may be filled for the remainder of the season by the Directors then in office, if they see fit to do so and so long as there is a quorum of Directors in office, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but only for the balance of the original term of that Executive Committee member. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy and, in default or if there are no Directors then in office, the meeting may be called by any Member.

7.06 REMOVAL BY DIRECTORS [Amended July 1998]

Subject to the Act, the Board of Directors of the Corporation may by ordinary resolution at any Board of Directors' meeting remove any Director from office.

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7.07 TERM AND BOARD SIZE [Amended April 2011]

Subject to the Letters Patent, there shall be twenty-two (22) Directors. In each year eleven (11) Directors shall be elected for a two-year term. If vacancies are being filled the eleven (11) Directors with the greatest number of votes shall be elected for a two year term. The balance of Directors shall be elected for a one-year term.

In addition to the twenty-two (22) Directors, the Members shall elect a duly nominated Director as President, seven Vice-Presidents (Recreational League, Hockey Development, Intra-City and Representative Leagues, Special Events, Planning and Parent Representative), and Secretary, all for a two-year term.

EXECUTIVE COMMITTEE MEMBERS ELECTION OFFSETTING YEAR

| Group "A" | Group "B" |
|---|--|
| PRESIDENT | SECRETARY |
| VICE PRESIDENT - Intra City | VICE PRESIDENT - Representative |
| VICE PRESIDENT - Special Events | VICE PRESIDENT - Hockey Development |
| VICE PRESIDENT - Planning | VICE PRESIDENT - Recreational |
| VICE PRESIDENT - Parent Representative | |

Three (3) Parent Representatives duly elected by the Parent Committee shall be appointed to the Board of Directors. The Parent Representatives shall serve on the Board for a one (1) year term.

In each year, the Past-President, provided he/she is able to do so, shall be deemed a Director for a one-year term.

7.08 EXECUTIVE COMMITTEE [Amended July 1998]

The executive committee shall include the President, the Vice-Presidents, Secretary, Treasurer and such other persons as may be appointed from time to time by the Board of Directors. Subject to the By-laws and any resolution of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its Members. Subject to the Act, except to the extent otherwise determined by the Board of Directors or, failing such determination, as determined by the executive committee, the provisions of Section 8 inclusive, shall apply to the executive committee.

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8. MEETINGS OF DIRECTORS [Amended July 1998]

8.01 PLACE AND CONVENING OF MEETINGS [Amended July 1998]

Meetings of the Board of Directors and of any committee of the Board of Directors may be held at any place within Ontario. A meeting of the Board of Directors may be convened by the President or any two Directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board of Directors. A meeting of any committee may be convened by the chairperson of the committee or any two members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the By-laws the Directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

8.02 NOTICE [Amended July 1998]

Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given in the manner provided in the Act to each Director not less than forty-eight hours before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors are present (including present by way of telephone participation) or if all the absent Directors waive notice. For the first meeting of the Board of Directors or of any committee of the Board to be held immediately following the election of Directors at an annual or general meeting of the Members or for a meeting of the Board of Directors or a committee thereof at which a Director or Member is appointed to fill a vacancy in the Board or committee, no notice need be given to the newly elected or appointed Directors in order for the meeting to be duly constituted, provided a quorum is present.

8.03 ADJOURNMENT [Amended July 1998]

Any meeting of the Board of Directors or of any committee of the Board of Directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any Director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

8.04 QUORUM [Amended July 1998]

A quorum for any meeting of the Board of Directors of the Corporation shall consist of a majority of the number of Directors of the Corporation as elected from time to time.

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8.05 VOTING [Amended July 1998]

Questions arising at any meeting of Directors shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes the chairperson of the meeting shall not have a second or casting vote.

8.06 PRESIDING OFFICERS [Amended July 1998]

The chairperson of any meeting of the Board shall be the first mentioned of the following persons present at the meeting; the President, the Vice-Presidents, the Treasurer or the Secretary. If no such person is present, the Directors shall choose one of their numbers to chair the meeting.

8.07 MEETING BY CONFERENCE TELEPHONE [Amended July 1998]

The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all Directors participating in the meeting can hear each other at the same time and participation in any such meeting shall constitute presence in person by such Director at such meeting.

9. OFFICERS [Amended April 2003]

In the event of a vacancy, the Directors may from time to time appoint as Officers persons to fill the said offices, specify their duties and delegate to them, subject to the Act, powers to manage the business and affairs of the Corporation. A Director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person.

10. PROTECTION OF DIRECTORS AND OFFICERS [Amended July 1998]

Except as otherwise provided in the Act no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expenses happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default. The Directors and Officers for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall have an interest in a person who is employed by or performs services for the Corporation, the fact of being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

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11. INDEMNITIES TO DIRECTORS AND OTHERS [Amended July 1998]

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 corporation 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 whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) All other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

12. CONFLICT OF INTEREST [Amended April 2004]

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- (c) After making such declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

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13. COMMITTEES [Amended July 1998]

The Board may create, and prescribe the duties and terms of reference of, such committee or committees of Directors as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Corporation. The Board may delegate to such committee or committees any of the powers of the Board except those, which under the Act or Letters Patent must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

14. AUDITOR [Amended July 1998]

14.01 APPOINTMENT OF AUDITOR [Amended July 1998]

The members of the Corporation who are entitled to vote, shall, at each annual meeting, appoint an auditor to hold office until the next annual meeting. Such auditor shall meet the qualifications prescribed by the Act.

15. NOTICES [Amended July 1998]

15.01 MANNER OF NOTICE [Amended July 1998]

Any notice to be given pursuant to the Act, the Letters Patent, the By-laws, or otherwise to a Member, Director, Officer, auditor or Member of a committee of the Corporation shall be sufficiently given if delivered in the manner required by the Act.

15.02 RETURNED NOTICES [Amended July 1998]

Where notices or other documents required to be given by the Corporation to its Members have been mailed to a Member at the Member's latest address as shown on the records of the Corporation and where, on three consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the Member any further notices or other documents until such time as the Corporation receives written notice from the Member requesting that notices and other documents be sent to the Member at a specified address.

16. EXECUTION OF CONTRACTS [Amended July 1998]

Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two of President, Secretary and Treasurer of the Corporation or such signatories approved by the Board. Subject to such limitation as may from time to time be set out by the Members in writing, the Board of Directors is authorized to appoint from time to time, by resolution, any Officer or Officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding on the Corporation without any further authorization or formalities.

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17. RECOGNITION OF SERVICE [Amended July 1998]

An application may be presented to the Board of Directors signed by five active Members and approved by a majority vote of the Board of Directors and Members at a meeting of the Board of Directors and Members next following the submission of such application for the presentation to an individual of a life membership and/or pass due to his/her exceptional and/or special services to the Corporation.

The approval of such membership and/or pass shall be for life unless terminated by a majority vote of the Board of Directors and voting Members. Such individuals shall have the right to notice of, but not to vote at meetings of the membership.

18. WRITTEN RESOLUTIONS [Amended July 1998]

Notwithstanding any of the foregoing provisions of this By-law:

- (a) Any resolution consented to by the signatures of all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose; and
- (b) Any resolution consented to by the signatures of all the Members entitled to vote at meetings of the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

19. DISPOSITION OF ASSETS [Amended July 1998]

Upon the dissolution of the Corporation and after payment of all debts and liabilities, the Corporation's remaining property shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the community.

20. AMENDMENT OF BY-LAWS [Amended July 1998]

The Directors or a Member shall submit a By-law, or an amendment or repeal of a Bylaw to the Members in accordance with the provisions of this By-law and the Act and the Members may confirm, reject or amend the By-law, amendment or repeal.

ENACTED BY THE BOARD the 8TH day of JUNE, 2011

President

Secretary

CONFIRMED the 8TH day of JUNE 2011, by the Members in accordance with the Act.

Secretary