

# General Administrative By-Laws of The Canadian Ice-Stock Federation

## **PART I - COMMON RULES**

### **1 § GENERAL PROVISIONS**

1. Contractual nature
2. Repeal and replacement

#### **A. COMBINED VERSION OF BY-LAWS**

3. Part I.
4. Part II.
5. Part III.

#### **B. DEFINITIONS**

6. Definitions in the by-laws
7. Definitions in the Act and in the regulations

#### **C. INTERPRETATION**

8. Rules of interpretation
9. Discretion
10. Precedence
11. Titles
12. Time limits
13. Powers

### **2 § THE CORPORATION**

#### **A. REGISTERED OFFICE AND ESTABLISHMENT**

14. Address of registered office
15. Change of address
16. Establishment
17. Notices to the corporation

#### **B. SEAL, SIGNATURES AND OTHER IDENTIFICATIONS OF THE CORPORATION.**

18. Seal
19. Logo
20. Facsimile of the seal
21. Safekeeping of seal
22. Safekeeping of fac simile
23. Use of seal
24. Use of facsimile

25. Validity
26. Certification
27. Signature of documents
28. Name
29. Change of name

#### **C. BOOKS AND RECORDS**

30. Book of the corporation
31. Safekeeping of books
32. Accounting records
33. Consultation
34. Disclosure of information to members
35. Annual financial statements

#### **D. APPLICABLE LEGISLATION**

36. Publicity
37. Signature of declaration to be filed with the registrar
38. Registration procedure
39. Precedence

### **3 § REPRESENTATION OF THE CORPORATION**

40. Representation

#### **A. DIRECTORS**

41. Mandataries
42. Notices to directors
43. Remuneration and expenses
44. Conflict of interest

#### **B. POWERS OF DIRECTORS**

45. General rule
46. Duties
47. Limit
48. Expenses
49. Solicitation
50. Administrative by-laws
51. Copy to Director
52. Banking and financing

- 53. Financial year
- 54. Ratification by members

**C. PROTECTION OF DIRECTORS, OFFICERS AND REPRESENTATIVES**

- 55. Presumption
- 56. Reasonable diligence
- 57. Exoneration under the unanimous member agreement
- 58. Indemnification
- 59. Advance of costs
- 60. Restriction
- 61. Approval of the court
- 62. Right to indemnification
- 63. Insurance
- 64. Indemnification after term
- 65. Place of action

**PART II - CORPORATION WITH MORE THAN ONE DIRECTOR OR MORE THAN ONE MEMBER**

**A. MANAGEMENT**

- 66. Management
- 67. Number of directors
- 68. Qualifications
- 69. First directors
- 70. Composition of the Board
- 71. Acceptance of mandate
- 72. Term of office
- 73. De facto directors
- 74. Resignation
- 75. Removal
- 76. End of term
- 77. Replacement
- 78. Managing director or committee

**B. MEETINGS OF THE BOARD OF DIRECTORS**

- 79. Calling of meeting
- 80. First meeting
- 81. Regular meetings
- 82. Annual meeting
- 83. Emergency meeting
- 84. Waiver of notice
- 85. Place of meeting
- 86. Quorum
- 87. Chairperson and Secretary-Treasurer
- 88. Procedure

- 89. Vote
- 90. Consensus
- 91. Dissent
- 92. Technical means
- 93. Adjournment
- 94. Validity
- 95. Written resolutions

**C. COMMUNICATION OF INTERESTS**

- 96. Communication of interests
- 97. Moment of communication
- 98. Written communication
- 99. General notice of interest
- 100. Consultation
- 101. Effect of communication
- 102. Ratification by members
- 103. Court order

**D. OFFICERS AND REPRESENTATIVES**

- 104. Mandataries
- 105. Appointment
- 106. Cumulative duties
- 107. Term of office
- 108. Remuneration and expenses
- 109. Powers
- 110. Duties
- 111. Chairperson of the Board of Directors
- 112. President of the corporation
- 113. Secretary-Treasurer
- 114. Director of High Performance Sport
- 115. Director of Communications
- 116. Director of Fundraising
- 117. Vice-President
- 118. Security bond
- 119. Conflict of interest
- 120. Signature of documents
- 121. Mechanical reproduction of signature
- 122. Power of attorney
- 123. Legal proceedings and others
- 124. Evidence of by-law
- 125. De facto officers or representatives
- 126. Resignation
- 127. Revocation
- 128. End of term

**E. COMMITTEE OF THE BOARD OF DIRECTORS**

- 129. Appointment
- 130. Other committees

- 131. Powers
- 132. Meetings
- 133. Remuneration
- 134. Revocation and replacement
- 135. End of term

#### **4 § MEMBERS**

##### **A. STATUS OF MEMBER**

- 136. Classes of members
- 137. Application for membership
- 138. Decision
- 139. Certificate of membership
- 140. Fees
- 141. Transfer of membership
- 142. Members in good standing
- 143. Resignation
- 144. Disciplinary measures
- 145. Suspension
- 146. Expulsion

##### **B. NOTICES AND INFORMATION TO MEMBERS**

- 147. Notices to members
- 148. Address of members
- 149. Electronic transmission
- 150. Untraceable member

##### **C. MEETINGS OF MEMBERS**

- 151. Annual meetings
- 152. Proposition of candidates for the election of directors
- 153. Special meetings
- 154. Calling of meetings
- 155. Calling of meeting by members
- 156. Technical means of participation
- 157. Meetings in Canada
- 158. Notice of meeting
- 159. Content of notice
- 160. Waiver of notice
- 161. Irregularities
- 162. Persons entitled to attend
- 163. Quorum
- 164. Adjournment
- 165. Chairperson and secretary
- 166. Procedure
- 167. Written resolutions

##### **D. RIGHTS OF MEMBERS**

- 168. General rule
- 169. Consensus
- 170. Vote by show of hands and casting vote
- 171. Vote of a legal person
- 172. Vote by ballot
- 173. Vote of absent members
- 174. Amendment of articles or by-laws
- 175. Voting on amalgamation
- 176. Voting on transactions outside the ordinary course of activities
- 177. Dissolution and winding up

##### **E. PUBLIC ACCOUNTANT**

- 178. Appointment of public accountant
- 179. Dispensing with public accountant
- 180. Vacancy
- 181. Remuneration
- 182. Qualifications of public accountant
- 183. Independence of public accountant
- 184. Revocation of public accountant
- 185. Right to attend meetings
- 186. Presence required
- 187. End of term
- 188. Audit committee
- 189. Duties of audit committee
- 190. Meetings of audit committee
- 191. By-laws and coming into force

#### **PART III - CORPORATION WITH ONE DIRECTOR AND ONE MEMBER**

##### **1 § GENERAL RULES**

- 192. Application
- 193. Resolutions

##### **2 § MANAGEMENT OF THE CORPORATION**

###### **A. SOLE DIRECTOR**

- 194. Composition of the board of directors
- 195. Qualifications
- 196. Acceptance of office
- 197. Term of office
- 198. End of term of office
- 199. Powers
- 200. Banking or finance
- 201. Signing of documents
- 202. Remuneration and expenses
- 203. Conflict of interest

204. By-laws

**B. OFFICERS**

- 205. Appointment and cumulative duties
- 206. Term of office
- 207. Remuneration
- 208. Powers
- 209. Resignation
- 210. Removal from office

**C. BANKING OR FINANCE**

- 211. Financial year
- 212. Public accountant
- 213. Removal of public accountant

**3 § SOLE MEMBER**

- 214. Powers
- 215. Annual and other resolutions

ANNEX A

CLASSES OF MEMBERS

ANNEX B

PERTAINING TO THE BORROWING POWERS OF THE CORPORATION

Banking By-law

SCHEDULE B

# GENERAL ADMINISTRATIVE BY-LAWS OF THE CANADIAN ICE-STOCK FEDERATION

A corporation continued under the Canada Not-for-Profit Corporations Act

These administrative by-laws of the corporation have been passed by resolution of the directors and ratified by the members, in compliance with the provisions of the Act.

## **PART I - COMMON RULES**

### **1 § GENERAL PROVISIONS**

#### **1. Contractual nature**

These general by-laws create relations of a contractual nature between the corporation and its members.

#### **2. Repeal and replacement**

The by-laws of the corporation in force before its continuance under the Canada Not-for-profit Corporations Act are repealed and replaced by these general administrative by-laws.

### **A. COMBINED VERSION OF BY-LAWS**

#### **3. Part I.**

The common rules contained in this part of the by-laws shall apply at all times to parts II and III hereof.

#### **4. Part II.**

Part II of the by-laws shall apply from the moment when the corporation shall be made up either of more than one director or of more than one member or of more than one director and of more than one member.

#### **5. Part III.**

Part III of the by-laws shall apply whenever the corporation shall be made up of one sole director who is also the sole member.

## B. DEFINITIONS

### 6. Definitions in the by-laws

Unless there exists an express provision to the contrary or unless the context clearly indicates otherwise, in the by-laws of the corporation, in the minutes of the meetings of the Board of Directors, of the committees of the Board of Directors and in the resolutions of the directors, of the committees of the Board of Directors as well as in the minutes of the meetings of the members and the resolutions of the members, the term or the expression:

**"Act respecting the legal publicity"** means An Act respecting the legal publicity of enterprises, R.S.Q., c. P-44.1, and any future amendment thereto and includes, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of An Act respecting the legal publicity shall be interpreted as being a reference to the provision which replaced it;

**"Act"** or **"CNCA"** means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"activities"** includes any conduct of a corporation to further its purpose and any business carried on by a body corporate, but does not include the affairs of a body corporate;

**"address"** means mailing address and/or email address;

**"affairs"** means the relationships among a corporation, its affiliates and the directors, officers, members or members of those bodies corporate;

**"affiliated bodies corporate"** one body corporate is the affiliate of another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person; and if two bodies corporate are affiliates of the same body corporate at the same time, they are deemed to be affiliates of each other;

**"articles"** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival;

**"body corporate"** includes a company or other organization with legal personality wherever or however incorporated;

**"by-law"** means this by-law and any other by-laws of the corporation as amended and which are, from time to time, in force and effect;

**"CCA"** or **"Canada Corporations Act"** means the Canada Corporations Act, RSC 1970, c. C-32, Part II, section 153 and following, and any amendment thereto;

**"communication"** means sending and/or receiving information in a form that can be documented;

**"continuance"** means the continuance of the corporation under the Canada Not-for-Profit Corporations Act;

**"contracts, documents or written instruments"** shall include, among other things, deeds, hypothecs or mortgages, liens, encumbrances, transfers and assignments of property of any kind, conveyances, titles to property, agreements, contracts, receipts and discharges, obligations, debentures and other shares, cheques or other bills of exchange of the corporation;

**"control"** a body corporate is controlled by a person or by two or more bodies corporate if (a) shares or memberships of the body corporate to which are attached more than 50 percent of the votes that may be cast to elect directors of the body corporate are held, other than by way of security only, by or for the benefit of that person or by or for the benefit of those bodies corporate; and (b) the votes attached to those shares or memberships are sufficient, if exercised, to elect a majority of the directors of the body corporate;

**"corporation"** means a body corporate incorporated or continued under the Act and not discontinued under the Act;

**"court"** means (a) in Newfoundland and Labrador and Prince Edward Island, the trial division of the Supreme Court of the province; (b) in Ontario, the Superior Court of Justice; (c) in Nova Scotia and British Columbia, the Supreme Court of the province; (d) in Manitoba, Saskatchewan, Alberta and New Brunswick, the Court of Queen's Bench for the province; (e) in Quebec, the Superior Court of the province; and (f) in Yukon and the Northwest Territories, the Supreme Court of the territory, and in Nunavut, the Nunavut Court of Justice;

**"creditor"** includes a debt obligation holder;

**"debt obligation"** means a bond, debenture, note or other evidence of indebtedness or guarantee of a corporation, whether secured or unsecured;

**"declaration deposited in the register"** means, as the case may be, the initial declaration, the updating declaration, the annual declaration or any other declaration which has been filed or which may, in the future, be required to be filed pursuant to An Act respecting the legal publicity, and which has been entered on the register;

**"Director"** means an individual appointed under section 281 of the Act;

**"director"** means the person whose name appears at the relevant time in the declaration deposited in the register or in the notice filed with the Director as well as any other person holding the office of director whatever title may be ascribed to such person and includes, in particular, any de facto director as well as any other person who, at the request of the corporation, acts or acted as director of another legal person of which the corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity; and **"Board of Directors"** means the body of the corporation made up of all the directors;

**"entity"** means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

**"holding body corporate"** a body corporate is the holding body corporate of another if that other body corporate is its subsidiary;

**"incorporator"** means a person who signs articles of incorporation;

**"issuer"** means a corporation that is required by this Act to maintain a debt obligations register;

**"juridical day"** means any Monday, Tuesday, Wednesday, Thursday or Friday, provided that such day is not a non-juridical day;

**"legal person"** includes, in particular, a legal person within the meaning of the Civil Code of Quebec, a company, a non-profit corporation, a corporation or an association having a juridical personality separate and distinct from its members, wherever or however incorporated;

**"letters patent"** means the letters patent and supplementary letters patent of the corporation before its continuance under the Act;

**"meeting of members"** includes an annual meeting of members or a special meeting of members;

**"member"** means any club satisfying the requirements laid out in ANNEX A;

**"Minister"** means the Minister of Commerce;

**"non-juridical day"** means any of the following days: any Saturday or Sunday; New Year's Day (January 1st; Good Friday; Easter Monday; the birthday or the day fixed by proclamation for the celebration of the birthday of the reigning Sovereign; Victoria Day; Dominion Day or Dollard-des-Ormeaux Day; Saint-Jean Baptiste Day (June 24th); Canada Day or Confederation Day (July 1st) or July 2nd if July 1st falls on a Sunday; the first Monday in September designated as Labour Day; the second Monday in October designated as Thanksgiving Day; Remembrance Day (November 11th); Christmas Day (December 25th); any day proclaimed of the Governor-General of Canada as a day of general prayer or mourning or day of public rejoicing or thanksgiving within the province, and any day which shall be a non-juridical day by virtue of an act of the legislature of the province as well as any day which shall be fixed to be observed as a civic holiday by resolution of the council or of any other authority charged with the administration of the civic or municipal affairs of a city, town, municipality or other organized district. In addition, the 26th day of December shall be considered a non-juridical day, as shall be the 2nd day of January;

**"officer"** means an individual appointed as an officer, the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the comptroller, the general counsel, the general manager or a managing director of the corporation, or any other individual who performs functions for the corporation similar to those normally performed by an individual occupying any of those offices;

**"ordinary resolution "** or **"resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"person"** includes, in particular, an individual or a natural person, a partnership within the meaning of the Civil Code of Quebec, an association, a body corporate, a trustee, the liquidator of a succession, a tutor, a curator, an adviser to a person of full age, a mandatary, the administrator of a succession or any representative of a deceased person or any other person responsible for the administration of the property of another;

**"personal representative"** means a person who stands in place of and represents another person, including a trustee, an executor, an administrator, a receiver, an agent, a mandatary, a liquidator of a succession, a guardian, a tutor, a curator or a legal counsel;

**"prescribed"** means prescribed by the regulations;

**"proposal"** means a proposal submitted by a member of the corporation that meets the requirements of section 163 of the Act;

**"public accountant"** means the public accountant of the corporation and shall include, in particular, a partnership of public accountants within the meaning of the Civil Code of Quebec and a legal person composed of public accountants;

**"register"** means the enterprise register created pursuant to An Act respecting the legal publicity and which is administered by the Registrar;

**"registrar"** means the enterprise registrar who is responsible for carrying out the administration of the Act respecting the legal publicity;

**"registration procedure"** means any registration procedure required by law by virtue of which a corporation shall register or obtain a license or a permit in order to carry on business in another province, in another territory, in another state or country or a political subdivision thereof;

**"Regulations"** means the Regulations made under the Act as amended from time to time, and any Regulation which may be substituted therefor. In the event of such substitution, any reference in the by-laws of the corporation to a provision of the Regulations shall be interpreted as a reference to the provision replacing it in the new Regulations;

**"representative"** means any officer or agent of the corporation or any other person who, at the request of the corporation, acts or acted as officer or as agent of a body corporate of which the corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity;

**"send"** includes deliver;

**"series"** means a division of a class of debt obligations;

**"simple majority"** means fifty percent plus one (50%+1) of the votes cast at a meeting of the Board of Directors or at a meeting of the members;

**"soliciting corporation"** means a corporation that is referred to in subsection 5.1 of the Act;

**"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"special resolution"** means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution;

**"subsidiary body corporate"** a body corporate is a subsidiary of another body corporate if (a) it is controlled by (i) that other body corporate, (ii) that other body corporate and one or more bodies corporate each of which is controlled by that other body corporate, or (iii) two or more bodies corporate each of which is controlled by that other body corporate; or (b) it is a subsidiary of a body corporate that is itself a subsidiary of that other body corporate;

**"unanimous member agreement"** means an agreement described in subsection 170(1) of the Act or a declaration of a member described in subsection 170(2) of the Act;

## **7. Definitions in the Act and in the regulations**

Subject to the above definitions, the definitions provided for in the Act or in its Regulations shall apply to the terms and expressions used in the by-laws of the corporation.

## **C. INTERPRETATION**

### **8. Rules of interpretation**

In the interpretation of the by-laws, words in the singular include the plural and vice-versa and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

### **9. Discretion**

Unless otherwise provided, where the by-laws confer a discretionary power upon the directors, the latter shall exercise such power as they shall see fit, and they shall act prudently, diligently, honestly and faithfully in the best interests of the corporation and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the corporation. The directors may also decide not to exercise such power. No provision contained in these by-laws shall be interpreted so as to enlarge the duties incumbent on the directors beyond those which are provided in the Act.

### **10. Precedence**

In case of contradiction between the Act, the unanimous member agreement, the articles or the by-laws of the corporation, the Act prevails over the unanimous member agreement, the articles and the by-laws, the unanimous member agreement prevails over the articles and the by-laws and the articles prevail over the by-laws.

### **11. Titles**

The headings used in these by-laws are for reference purposes only and they shall not be considered in the interpretation of the terms, expressions or provisions contained in these by-laws.

### **12. Time limits**

If the date set for doing something, in particular the sending of a notice, falls on a non-juridical day, such thing may be validly done on the next juridical day. In computing any time limit set by these by-laws, the day which is the starting point is not counted, but the day of the deadline is. Non-juridical days are counted but, when the last day is a non-juridical day, the time limit is extended to the next juridical day.

### **13. Powers**

Powers of the directors, the members and the officers of the corporation are subject to the Act, the Regulations, the unanimous member agreement, the articles and the by-laws of the corporation and any reference to the exercise of a power in the by-laws of the corporation is subject to the limits, restrictions or conditions stated.

## **2 § THE CORPORATION**

### **A. REGISTERED OFFICE AND ESTABLISHMENT**

#### **14. Address of registered office**

The registered office of the corporation is located in the province indicated in the articles of the corporation, at the address determined by the Board of Directors.

#### **15. Change of address**

The corporation may, by resolution of the Board of Directors, change the address of its registered office within the province indicated in the articles. Notice of the change is sent to the Director.

#### **16. Establishment**

The corporation can have one or more establishments anywhere in Canada, in another place than its registered office.

#### **17. Notices to the corporation**

Notices or documents to be sent to, or served upon, the corporation may be so sent or served, by communication or registered mail, to the address of the registered office. The corporation is presumed to have received such notices or documents sent on the date of normal delivery unless reasonable grounds to believe the contrary exist.

### **B. SEAL, SIGNATURES AND OTHER IDENTIFICATIONS OF THE CORPORATION.**

#### **18. Seal**

The Corporation may have a corporate seal approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the secretary of the corporation shall be the custodian of the corporate seal. Unless a different form or other contents are approved by the directors, the seal of the corporation shall consist of two (2) concentric circles between which shall appear the name of the corporation with the year of its incorporation only in the centre of the seal.

#### **19. Logo**

The corporation may approve one or more logos according to the specifications prescribed by the directors.

## **20. Facsimile of the seal**

If the corporation carries on business outside the province in which its registered office is located, it may approve one or more facsimiles of its seal. Unless other contents are prescribed by the directors, on any such facsimile shall appear the name of the corporation and/or its version in the language of the province, of the territory, of the state or of the country or political subdivision thereof where the facsimile is used, the year of its incorporation only and the name of the province, of the territory, of the state or of the country or political subdivision thereof.

## **21. Safekeeping of seal**

The seal shall be kept at the registered office of the corporation or at any other location determined by one of the persons authorized to use it.

## **22. Safekeeping of fac simile**

The facsimile of the seal shall be kept at the principal establishment of the corporation situated in the province, in the territory, in the state or in the country or political subdivision thereof where the facsimile is used or at any other location determined by one of the persons authorized to use it.

## **23. Use of seal**

The use of the seal on a document issued by the corporation shall be authorized by one of the following persons:

- a) the President of the corporation;
- b) any Vice-President;
- c) the Secretary-Treasurer; and
- d) any other representative designated by the directors.

## **24. Use of facsimile**

The directors shall determine the representatives authorized to use the facsimile of the seal of the corporation and only one such authorized representative, at a given time, may affix the facsimile to a document issued by the corporation.

## **25. Validity**

The corporation or its guarantors may not assert against a third party who has dealt in good faith with the corporation or with its assigns that a document bearing the seal of the corporation or its facsimile and issued by one of its directors, officers or agents having the actual authority or being the person to usually issue such document is neither valid nor genuine.

## **26. Certification**

The person who affixes the seal of the corporation to any deed or document shall sign a written certification, on which the seal is affixed, indicating the date and place of the affixing of said seal on the deed or other document. In any case, the absence of such certification will not invalidate the deed or other document. Moreover, the absence of the seal of the corporation on any document signed in its name does not render it void.

## **27. Signature of documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its officers or directors. In addition, the Board of Directors may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

## **28. Name**

The corporation has a name that was assigned to it at the time of its incorporation and it shall exercise its rights and perform its obligations under that name. The directors may approve or, as the case may be, abandon, the use of one or more assumed, business, trade or firm names or trade-marks so as to enable the corporation to carry on business or to identify itself, or, as the case may be, to cease to identify itself, by a name other than its name or to identify, or to cease to identify, its wares or its services under one or more trade-marks. However, the name of the corporation shall be set out in legible characters in all its contracts, invoices, negotiable instruments and orders for goods or services.

## **29. Change of name**

The corporation may change its name by filing articles of amendment if it is authorized to do so by special resolution of the members.

# **C. BOOKS AND RECORDS**

## **30. Book of the corporation**

The corporation chooses one or more book (hard or digital/electronic format) in which are inserted the following documents:

- a) the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- b) a copy of any declaration filed with the registrar;
- c) the minutes of meetings of members and any committee of members;
- d) the resolutions of members and any committee of members;
- e) if any debt obligation is issued by the corporation, a debt obligation register that complies with section 44 of the Act;
- f) a register of directors;
- g) a register of officers; and
- h) a register of members;
- i) the minutes of meeting of the directors and any committee of directors;
- j) the resolutions adopted by the directors and any committee of the directors.

## **31. Safekeeping of books**

The Corporate Records Book (including either hard copy or digital/electronic format) shall be kept at the registered office of the corporation or at any other place determined by the directors.

### **32. Accounting records**

The corporation shall maintain one or more accounting records.

### **33. Consultation**

A member, a member's personal representative and a creditor of a corporation may examine and, on payment of any reasonable fee, take extracts from the records referred to hereunder, during the corporation's usual business hours.

- a. the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- b. a copy of any declaration filed with the registrar;
- c. the minutes of meetings of members and any committee of members;
- d. the resolutions of members and any committee of members;
- e. the debt obligations register;
- f. the register of directors;
- g. the register of officers; and
- h. the register of members.

### **34. Disclosure of information to members**

Unless otherwise provided in the Act, no member may insist upon being informed with respect to the management of the business of the corporation especially where, in the opinion of the directors, it would be contrary to the interests of the corporation to render any information public. Subject to above paragraphs, the directors may determine the conditions under which the books, registers and documents of the corporation may be made available to the members.

### **35. Annual financial statements**

The corporation shall send to its members a copy of the annual financial statements and other documents referred to in paragraph 172(1) of the Act or a copy of a publication of the corporation containing the information. The corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act 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. The corporation does not have to send the document or the summary to a member who has waived their right to received them in writing.

## **D. APPLICABLE LEGISLATION**

### **36. Publicity**

The corporation is obliged to assure its publicity pursuant to An Act respecting the legal publicity, and to register with the registrar, if its registered office is in the Province of Quebec or if it carries on activities therein. The President or the Secretary-Treasurer of the corporation shall be charged with the current and annual updating of the information inscribed in the register.

### **37. Signature of declaration to be filed with the registrar**

The declarations which must be filed with the enterprise registrar pursuant to An Act respecting the legal publicity may be signed by the President of the corporation, any director of the corporation or by any other authorized person.

### **38. Registration procedure**

When the corporation has an establishment or carries on business outside of Quebec, it must conform to the applicable legislation in such other province, territory, state or country or political subdivision thereof; and in particular, it must respect the registration procedure. The President of the corporation, any director of the corporation or any person designated by the directors are authorized to sign any document and to take any action required with respect to such registration procedure.

### **39. Precedence**

In the event of a contradiction between the information inscribed pursuant to the Act and the information inscribed pursuant to An Act respecting the legal publicity; the information inscribed pursuant to the Act shall have precedence unless the information inscribed pursuant to An Act respecting the legal publicity was inscribed at a later date.

## **3 § REPRESENTATION OF THE CORPORATION**

### **40. Representation**

The corporation shall act through its representative bodies: The Board of Directors, the officers, the meeting of the members and its other representatives. These bodies shall represent the corporation within the limits of the powers granted to them by virtue of the Act, of the Regulations, of the unanimous member agreement, of the articles or of the by-laws. The Board of Directors may be designated by any other name in any document issued by the corporation.

## **A. DIRECTORS**

### **41. Mandataries**

A director shall be considered to be a mandatary of the corporation. They shall have the powers and the duties set out in the Act and the Regulations, in the unanimous member agreement, in the articles and in the by-laws as well as those which are inherent in the nature of their office. In discharging their duties, they shall respect the duties with which they are charged under the Act and the Regulations, the unanimous member agreement, the articles and the by-laws and they shall act within the limits of the powers granted to him. The director is not, in that capacity, trustee for any property of the corporation, including property held in trust by the corporation.

### **42. Notices to directors**

The notices or the documents which must be sent to the directors pursuant to the Act and the Regulations or the unanimous member agreement, the articles and by-laws of the corporation may be sent by prepaid mail or delivered in person to the directors, or by communication, at the address currently indicated in the Corporate Records Book or in the declaration deposited in the register or in the latest list of directors sent to the Director. The reception of a notice or a document sent by mail or

communication to a director shall be presumed to have taken place on the date that such mail or communication would have normally been delivered. In order to prove receipt of such notices or documents and the date thereof, it shall be sufficient to establish; that the letter was prepaid, that it was properly addressed and that it was deposited at a post office; the date on which it was so deposited; and the time which was required for its delivery, it shall be sufficient to produce a dated acknowledgement of receipt bearing the signature of the director.

### **43. Remuneration and expenses**

Except if the corporation is registered as charity pursuant to the Income Tax Act (Canada), the directors may receive remuneration with respect to their duties as directors. Nothing in these by-laws shall prevent a director from acting as an officer or representative of the corporation and from being compensated as such. A director may receive advances and shall be entitled to be reimbursed for all expenses incurred in the execution of their office except for those incurred as a result of their own fault.

### **44. Conflict of interest**

No director may mingle the property of the corporation with their own; nor may they use, for their own profit or for that of a third party, any property of the corporation or any information which they obtain by reason of their duties, unless they are authorized to do so by the members of the corporation. A director shall avoid placing themselves in a position of conflict of interest between their personal interest and their duties as director. They shall declare to the corporation any interest which they hold in an enterprise or in a body corporate which is likely to place them in a position of conflict of interest as well as any right which they may set up against it, indicating, as the case may be, its nature and its value. This disclosure of interest shall be done according to the provisions of this by-law regarding disclosure of interests.

## **B. POWERS OF DIRECTORS**

### **45. General rule**

The directors shall supervise the management and administer the business and the affairs of the corporation and they may execute, in its name, contracts of any kind which are permitted by law. Generally speaking, subject to any unanimous member agreement, they shall exercise all the powers and functions of the corporation and perform all the acts within the limits of the powers of the corporation, except those which the Act expressly reserves for the members. In particular, the directors shall be expressly authorized to lease, purchase or otherwise acquire or to sell, exchange, mortgage, pledge or otherwise dispose of the movable or immovable property, present or future, of the corporation. The directors may pass resolutions with respect to the powers which the directors are obliged to exercise themselves and a copy of such resolutions shall be kept in the Corporate Records Book. Finally, they may perform any other act which is necessary or useful and in the interests of the corporation.

### **46. Duties**

Every director and officer of the corporation, in exercising their powers and discharging their duties, shall act honestly and in good faith, with a view of the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the corporation shall comply with the Act, the Regulations, the articles, the

by-laws and any unanimous member agreement. The director of the corporation shall verify the lawfulness of the articles and the purpose of the corporation.

#### **47. Limit**

Subject to subsection 170(5) of the Act, no provision in a contract, the articles, the by-laws or a resolution relieves a director or an officer from the duty to act in accordance with the Act or the Regulations or relieves them from liability for a breach of the Act or the Regulations.

#### **48. Expenses**

The directors may authorize expenses to promote the objects or the purposes of the corporation. They may also, by way of resolution, permit one or more officers to hire employees and to remunerate them.

#### **49. Solicitation**

The directors may take all appropriate action in order to enable the corporation to solicit, to accept or to receive donations or legacies of any kind in order to promote the objects or the purposes of the corporation.

#### **50. Administrative by-laws**

Unless the articles, the by-laws or a unanimous member agreement otherwise provide, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation, except in respect of matters referred to in subsection 197(1) of the Act pertaining to the amendment of the articles of the corporation. The directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal. The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required hereinabove, or if it is rejected by the members. If a by-law, an amendment or repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members. A member entitled to vote at an annual meeting of members may make a proposal to make, amend or repeal a by-law.

#### **51. Copy to Director**

The corporation shall, within 12 months of their passing, send to the Director a copy of any by-law, amendment or repealed by-law, except for those that have been rejected by the members.

#### **52. Banking and financing**

The banking business of the corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

#### **53. Financial year**

The directors shall determine the date of the end of the financial year of the corporation.

## **54. Ratification by members**

The directors, at their discretion, may submit any contract, decision made or transaction for approval, confirmation or ratification at a meeting of the members called for this purpose. Subject to the Act, any such contract, decision made or transaction shall be approved, confirmed or ratified by way of an ordinary resolution and, unless a different or additional requirement is imposed by the Act, a unanimous member agreement, the articles or any other by-law of the corporation, such contract, decision made or transaction shall be as valid and as binding upon the corporation and upon the members as if it had been approved, confirmed or ratified by all the members of the corporation.

# **C. PROTECTION OF DIRECTORS, OFFICERS AND REPRESENTATIVES**

## **55. Presumption**

A director is presumed to have fulfilled the obligation to act with prudence and diligence if the director relied, in good faith and based on reasonable grounds, on a report, information or an opinion provided by:

- a) An officer of the corporation who the director believes to be reliable and competent in the functions performed;
- b) Legal counsel, professional accountants or other persons retained by the corporation as to matters involving skills or expertise the director believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; or
- c) A committee of the board of directors of which the director is not a member if the director believes the committee merits confidence.

## **56. Reasonable diligence**

A director is not liable under section 145 or 146 of the Act, and has complied with their or her duties under subsection 148(2) and (3) of the Act, if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on financial statements of the corporation presented to the director by an officer of the corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation, or a report of a person whose profession lends credibility to a statement made by that person.

## **57. Exoneration under the unanimous member agreement**

To the extent that a unanimous member agreement restricts the powers of the directors to manage, or supervise the management of, the business and affairs of the corporation, or withdraws all such powers from the Board of Directors, parties to the unanimous member agreement who are given those powers have all the rights, powers, duties, obligations and liabilities of directors of the corporation, including any defenses available to the directors, and the directors are relieved of their rights, powers, duties and liabilities to the same extent.

## **58. Indemnification**

The corporation may indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the corporation's request as a director or an officer or in a similar

capacity of another entity, against all costs, charges and expenses, including the amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

### **59. Advance of costs**

The corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of proceedings referred to above. The individual shall repay the money if the individual does not meet the conditions indicated here under. The corporation may refuse to advance money to an individual who does not meet with the requirements of the above paragraph, or who committed an intentional or gross fault, if the individual does not appear, prima facie, to be able to contradict these accusations or to reimburse, if such be the case, these advances.

### **60. Restriction**

The corporation may not indemnify an individual as indicated above unless the individual acted honestly and in good faith with a view to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

### **61. Approval of the court**

The corporation may, with the approval of a court, indemnify an individual referred to in paragraph 57, or advance money as hereinabove described, in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described above, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in paragraph 57. On the application of the corporation or the individual or entity referred to above, a court may approve an indemnity under the Act and make any further order that it thinks fit. The court may order notice to be given to any interested person and the person is entitled to appear and be heard in person or by counsel.

### **62. Right to indemnification**

An individual referred to in paragraph 57 is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described hereinabove, if the individual seeking indemnity was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done, and fulfils the conditions set out in paragraph 57.

### **63. Insurance**

The corporation may purchase and maintain insurance for the benefit of an individual referred to in paragraph 57 against any liability incurred by the individual in their capacity as a director or an officer of the corporation, or in their capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.

#### **64. Indemnification after term**

The indemnification provided for in the preceding paragraphs may be obtained even after the person has ceased to hold the office of director, of officer or of representative of the corporation or, as the case may be, of the entity. In the event of death, the compensation may be paid to the heirs, legatees, liquidators, transferees, mandataries, legal representatives, successors, assigns or rightful claimants of such person. Such compensation may also be combined with any other recourse which the director, the officer, the representative, one of their predecessors as well as their heirs, legatees, liquidators, transferees, mandataries, legal representatives, successors, assigns or rightful claimants may have.

#### **65. Place of action**

The powers and the duties of the corporation with respect to the compensation of any director, officer or representative shall apply regardless of the place where the action, the suit, the application or the legal proceeding shall have been filed.

## **PART II - CORPORATION WITH MORE THAN ONE DIRECTOR OR MORE THAN ONE MEMBER**

### **A. MANAGEMENT**

#### **66. Management**

Subject to the Act, the unanimous member agreement and the articles of the corporation, the directors manage or supervise the management of the activities and affairs of the corporation.

#### **67. Number of directors**

The corporation may have one or more directors. If the corporation qualifies as a soliciting corporation, it shall not have fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates.

#### **68. Qualifications**

The directors must be individuals of at least 18 years of age. They have not been declared incapable by a court in Canada or in another country and they do not have the status of a bankrupt.

#### **69. First directors**

The term of office of the directors whose name appears on the list sent to the Director with the articles of constitution begins on the date appearing on the certificate of constitution and ends at the first meeting of the members. If directors are not elected at this meeting, the directors remain in office until their successors are elected.

#### **70. Composition of the Board**

The directors shall be elected by the members at the first meeting of the members and at each annual general meeting or, as the case may be, at a special general meeting. In the event of a change in the

composition of the Board of Directors, the corporation must give notice of this change by filing a declaration with the registrar in accordance with An Act respecting the legal publicity and by sending a notice to the Director in the prescribed form within thirty (30) days of the change.

### **71. Acceptance of mandate**

A director may accept their office expressly by signing an acceptance of office form to this end. Their acceptance may be tacit and arise from the acts or the silence of the director. A director who is present at the meeting when their election or appointment takes place and does not refuse to hold office as a director is deemed to have accepted their office.

### **72. Term of office**

Unless otherwise decided by the members, each director shall hold office for a term of two year or until their successor or their replacement shall have been appointed or elected, unless the term of office of the director ends prematurely. A director whose term of office has ended may be re-elected.

### **73. De facto directors**

The actions, the acts or the deeds of the directors shall not be voidable by reason only that the latter were incapable, that their appointment was irregularly made or that a declaration deposited in the register or a notice sent to the Director is incomplete, irregular or erroneous. The act of a person who is no longer a director is valid unless a written notice has been sent to the Board of Directors before the act or that a written notice indicating that this person is no longer a director of the corporation has been recorded in the Corporate Records Book. This presumption only applies to persons acting in good faith.

### **74. Resignation**

A director may resign from office by forwarding a letter of resignation to the registered office of the corporation. The resignation shall become effective on the date when the letter of resignation shall have been received by the corporation or on the date specified in the letter of resignation if the latter is subsequent. Such resignation, however, shall not relieve the director of the obligation of paying any debt owing to the corporation before their resignation became effective. A director shall be liable for any prejudice caused to the corporation by their resignation if they submit it without a serious reason and at an inopportune moment. However, a director shall be entitled to the remuneration which they are earned until the date of their resignation.

### **75. Removal**

Any director may be removed from office prematurely by way of a resolution passed, at a special meeting called for this purpose, by a majority of the members entitled to elect him. Notwithstanding the fact that the director has been removed from office prematurely, without a serious reason and at an inopportune moment, the corporation shall not be liable for any prejudice caused to a director by their removal from office. The director against whom a request for removal from office is directed must be notified of the place, of the date and of the time of the meeting within the same time frame as that provided for the calling of the meeting. They may, in a written statement, put forth the reasons for which they oppose the resolution proposing their removal from office and the corporation notifies without delay the members of the existence of such a declaration. Furthermore, at the same meeting, the members may, by way of a resolution, fill a vacancy caused by the removal from office of the director.

## **76. End of term**

A director ceases to hold office when they become disqualified from being a director of a corporation, resigns or is removed from office. Their mandate also terminates upon the bankruptcy of the corporation.

## **77. Replacement**

The directors, if a quorum exists, may fill a vacancy in their numbers on the Board of Directors. If the vacancy cannot be so filled by the directors, the latter must call, within thirty (30) days, a special general meeting of the members in order to fill this vacancy. If there are no longer any directors sitting on the Board of Directors or if the directors fail to call such a meeting within the prescribed time limit, then any member may call such a meeting. Vacancies on the Board of Directors shall then be filled by way of a resolution of the members. A director appointed to fill a vacancy shall complete the unexpired portion of their predecessor's term and shall remain in office until their successor or their replacement shall have been appointed or elected. The corporation shall give notice of the change by filing an amending declaration with the registrar under the Act respecting the legal publicity and will also send a notice to the Director.

## **78. Managing director or committee**

The directors of the corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors except the following powers:

- a) Submit to the members any question or matter requiring the approval of members;
- b) Fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c) Issue debt obligations except as authorized by the directors;
- d) Approve any financial statements referred to in section 172 of the Act;
- e) Adopt, amend or repeal by-laws; or
- f) Establish contributions to be made, or dues to be paid, by members under section 30 of the Act.

# **B. MEETINGS OF THE BOARD OF DIRECTORS**

## **79. Calling of meeting**

The Chairperson of the Board of Directors, the President of the corporation, any Vice-President, the Secretary-Treasurer or any two (2) directors may call a meeting of the Board of Directors at any time and the Secretary-Treasurer of the corporation shall call the meeting when so directed or otherwise authorized to do so. Such meetings shall be called by way of a notice sent by communication or delivered in person to the directors, to the current address appearing in the Corporate Records Book or in the declaration deposited in the register or in the last notice sent to the Director. The notice of the meeting shall specify the place, the date and the time of such meeting and, subject to these by-laws, be received at least fourteen (14) clear juridical days prior to the date set for the meeting when such notice is sent by mail. Such notice need not specify the purpose or the agenda of the meeting but it shall indicate any question respecting the powers which the directors are obliged to exercise themselves and

any questions specified in paragraph 138(2) of the Act. A director shall be deemed to have received such notice within the normal time for delivery for the method of communication used, unless there are reasonable grounds for believing that the notice was not received on time or that it was not received at all. If the address of a director does not appear in the Corporate Records Book or in the declaration deposited in the register or in the last notice sent to the Director, such notice may be sent to the address where, in the judgement of the sender, it is most likely to be received promptly by the director.

### **80. First meeting**

After the issue of the certificate of incorporation, the directors of the corporation shall hold a meeting at which they may:

- a) Make by-laws;
- b) Adopt forms of debt obligation certificates and corporate records;
- c) Authorize the issue of debt obligations;
- d) Appoint officers;
- e) Appoint a public accountant to hold office until the first annual meeting of members;
- f) Issue memberships;
- g) Make banking arrangements; and
- h) Transact any other business.

The directors are not required to hold the meeting if all of them sign a resolution dealing with any matter referred to in subparagraphs (a) to (g) above.

### **81. Regular meetings**

Regular meetings of the Board of Directors shall be held at the place, the date and the time determined by the directors. A copy of the minutes recorded at a meeting of the Board of Directors fixing the place, the date and the time of these regular meetings shall be sent to each director immediately after its passage but no further notice of a regular meeting shall be required, unless a question relating to the powers which the directors are obliged to exercise themselves or a question referred to in paragraph 138(2) of the Act must be dealt with or settled at that meeting.

### **82. Annual meeting**

Each year, immediately after the annual general meeting of the members, a meeting of the Board of Directors shall be held, provided that a quorum exists, for the purposes of appointing the officers (on a bi-annual basis), if such be the case, and the other representatives of the corporation, and to deal with any question which may be raised thereat. Such meeting shall be held without notice unless a question respecting the powers which the directors are obliged to exercise themselves or a question referred to in paragraph 138(2) of the Act must be dealt with or settled at that meeting.

### **83. Emergency meeting**

A meeting of the Board of Directors may be called by any means, at least three (3) hours before the meeting, by one of the persons who have the power to call a meeting of the Board of Directors, if, in the opinion of such person, it is urgent that a meeting be held. In determining the validity of a meeting so called, such notice shall be considered sufficient in itself.

#### **84. Waiver of notice**

Any director may, verbally or in writing, waive their right to receive notice of a meeting of the Board of Directors or of a change in such notice or in the time indicated therein. Such waiver may be given validly before, during or after the meeting in question. The attendance of a director at the meeting, in itself, shall constitute a waiver, except where they indicate that they are attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

#### **85. Place of meeting**

Meetings of the Board of Directors shall be held at the registered office of the corporation or at any other place, in Canada or elsewhere, fixed by the directors.

#### **86. Quorum**

Subject to the Act, the unanimous member agreement, the articles and the by-laws of the corporation, the quorum at a meeting of the Board of Directors shall be a simple majority of the directors then in office. If a quorum is not attained within fifteen (15) minutes after commencement of the meeting, the directors may only decide on an adjournment thereof. The quorum shall be maintained for the duration of the meeting.

#### **87. Chairperson and Secretary-Treasurer**

The Chairperson of the Board of Directors or, in their absence, the President of the corporation or any Vice-President shall chair the meetings of the Board of Directors, and the Secretary-Treasurer of the corporation shall act as the secretary thereof. In the absence of these persons, the directors shall choose a chairperson from amongst themselves, and, if such be the case, any person to act as secretary of the meeting.

#### **88. Procedure**

The Chairperson of a meeting of the Board of Directors shall be responsible for the proper conduct of the meeting, shall submit to the directors the proposals which must be put to a vote and, generally, shall establish reasonable and impartial rules of procedure to be followed, subject to the Act, the unanimous member agreement, the by-laws of the corporation or the rules of procedure usually followed by deliberating assemblies. Failure by the chairperson of the meeting to submit a proposal shall entitle any director to do so before the end or the adjournment of said meeting; provided such proposal is within the powers of the directors and if no reference there to is required in the notice of the meeting, the directors may consider the proposal without it having been seconded. To this end, the agenda of any meeting of the Board of Directors shall be deemed to allow time for the directors to submit such proposals.

#### **89. Vote**

Each director may cast one vote and all questions submitted to the Board of Directors shall be decided by a simple majority vote of the directors in attendance and voting. Voting shall be by a show of hands unless the chairperson or a director in attendance requests a ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. In both cases, if one or more directors participate in a meeting by way of technical means, they shall indicate verbally to the secretary the manner in which they shall be casting their vote. Voting by proxy shall not be permitted at meetings of

the Board of Directors. The chairperson shall not have a second or casting vote in the event of a tie vote. Except if a ballot is requested, the inscription in the minutes of the meeting indicating that the chairperson declared a resolution passed or rejected is evidence, subject to evidence to the contrary, of this fact, without necessity to prove the number or the proportion of votes in favour or against the resolution.

### **90. Consensus**

Questions arising at any meeting of the Board of Directors may be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote. Decisions made by consensus pursuant to this paragraph are deemed to comply with all requirements pertaining to vote.

### **91. Dissent**

A director present at a meeting of the Board of Directors is not bound by the acts of the corporation and is not presumed to have agreed with all the minutes passed or measures taken therein if, during the meeting, their dissent is recorded in the minutes of the meeting, at their request or not, or if they send a written notice to the secretary of the meeting, before its end or adjournment, to express their dissidence or if a notice of their dissidence is sent to the corporation by registered mail to the registered office of the corporation immediately after the end or adjournment of the meeting. A director who, by vote or by acknowledgement, approves a resolution cannot dissent according to the above. A director absent from a meeting of the Board of Directors is presumed to have approved a resolution or participated in a measure taken during such meeting, unless, in the seven (7) days following their becoming aware of the minutes recorded at a meeting of the Board of Directors, they are their dissent recorded in the minutes of the meeting or they send or has sent their dissent by registered mail to the registered office of the corporation.

### **92. Technical means**

All the directors, or one or more directors with the consent of all the other directors of the corporation, given before the meeting, in a specific manner for a given meeting or in a general manner for all subsequent meetings, may participate in a meeting of the Board of Directors by way of telephonic or electronic means of communication, which enable all participants to communicate adequately among them. In such cases, these directors shall be deemed to have attended the meeting, which shall be deemed to have been held at the registered office of the corporation. The directors attending, or participating in, a meeting held using such technical means may decide on any matter. A director may also declare any conflict of interest at such meeting. The secretary shall keep the minutes of such meetings and shall record any dissent and the voting. The declaration by the chairperson and the secretary of the meeting so held that a director participated in the meeting shall be valid unless proven otherwise. In the event of an interruption in the communication with one or more directors, the meeting shall no longer be valid even if a quorum is maintained. The chairperson of the meeting shall take all reasonable means to guarantee the security of the communications.

### **93. Adjournment**

The chairperson of a meeting of the Board of Directors may, with the consent of the simple majority of the directors in attendance, adjourn the meeting to another place, date and time. The continuance of any meeting so adjourned may take place without notice if the place, the date and the time of the continuance of the meeting are announced at the original meeting. At the continuance of the meeting, the directors may validly decide on any matter which was not settled at the original meeting, provided a quorum is present. The directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If a quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have ended when the adjournment was pronounced at the previous meeting.

### **94. Validity**

Decisions made during a meeting of the Board of Directors shall be valid notwithstanding any irregularity, discovered thereafter, in the election or in the appointment of one or more directors or their inability to serve as directors. No person shall act for an absent director at a meeting of the directors.

### **95. Written resolutions**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of these resolutions is kept with the minutes of the meetings of directors.

## **C. COMMUNICATION OF INTERESTS**

### **96. Communication of interests**

A director or an officer of the corporation shall disclose to the corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or a material transaction, whether made or proposed, with the corporation, if the director or officer

- a) Is a party to the contract or transaction;
- b) Is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c) Has a material interest in a party to the contract or transaction. The director shall not vote on any resolution to approve the contract or transaction unless the contract or transactions:
- d) Relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the corporation or an affiliate;
- e) Is for indemnity or insurance under section 151 of the Act; or
- f) Is with an affiliate.

### **97. Moment of communication**

The disclosure shall be made, in the case of a director,

- a) At the meeting at which a proposed contract or transaction is first considered;

- b) If the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
- c) If the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
- d) If an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

The disclosure shall be made, in the case of an officer who is not a director,

- a) Immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- b) If the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- c) If an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

### **98. Written communication**

A director or an officer of the corporation shall disclose to the corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or a material transaction, whether made or proposed, with the corporation, if such material contract or material transaction is one that, in the ordinary course of the corporation's activities, would not require approval by the directors or members.

### **99. General notice of interest**

For the purposes of the preceding paragraphs, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- a) The director or officer is a director or an officer, or acting in a similar capacity, of a party to the contract or transaction
- b) Has a material interest in such a party;
- c) There has been a material change in the nature of the director's or the officer's interest in the party.

### **100. Consultation**

The members of the corporation may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under this section, and of any other documents that contain those disclosures, during the corporation's usual business hours.

### **101. Effect of communication**

A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if

- a) Disclosure of the interest was made in accordance with this section;
- b) The directors approved the contract or transaction; and
- c) The contract or transaction was reasonable and fair to the corporation when it was approved.

### **102. Ratification by members**

Even if the conditions stated above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if

- a) The contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- b) Disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- c) The contract or transaction was reasonable and fair to the corporation when it was approved or confirmed.

### **103. Court order**

If a director or an officer fails to comply with the disclosure provisions, a court may, on the application of the corporation or any of its members, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

## **D. OFFICERS AND REPRESENTATIVES**

### **104. Mandataries**

The officers and the representatives shall be considered to be mandataries of the corporation. They shall have the powers and the duties set out in the Act and the Regulations, in the unanimous member agreement, in the articles and the by-laws as well as those which are inherent in the nature of their office. In performing their functions, they shall respect the duties which they are charged with under the Act, its Regulations, the unanimous member agreement, the articles and the by-laws and they shall act within the limits of the powers granted to them.

### **105. Appointment**

Subject to the provisions of the unanimous member agreement, of the articles or of the by-laws, the directors may appoint any qualified person, who, unless otherwise provided in the by-laws, need not necessarily be a member or a director of the corporation, to the office of President of the corporation, of Chairperson of the Board of Directors, of Vice-President, of Secretary-Treasurer, and they may provide for assistants to such officers. The directors, or the President of the corporation or the Chairperson of the Board of Directors with the consent of the directors, may create any other office and appoint thereto qualified persons, whether they be members of the corporation or not, to represent the corporation and to discharge the duties which the directors may determine. The officers or the representatives may delegate the powers which they have received from the directors as well as those

which are inherent in their office. However, they shall select their substitutes carefully and provide them with appropriate instructions.

#### **106. Cumulative duties**

The same person may hold two or more offices within the corporation, provided that they are not incompatible with each other.

#### **107. Term of office**

The term of office of the officers and the representatives of the corporation shall begin with their acceptance of the office and such acceptance may be inferred from their acts or even from their silence. Their term of office shall continue until their successors or their replacements are appointed by the directors, unless their term of office ends prematurely.

#### **108. Remuneration and expenses**

The remuneration of the officers or the representatives of the corporation shall be fixed by the directors without their having to pass a resolution for this purpose, or, in the absence of such a decision by the directors, by the President of the corporation. Unless otherwise provided, such remuneration shall be in addition to any other remuneration paid to the officer or the representative in another capacity by the corporation. The fact that an officer, representative or employee shall also be a director or a member of the corporation shall not disqualify them from receiving, in their capacity as officer, representative or employee, such remuneration as may be determined. Officers and representatives may receive indemnification for their expenses incurred on behalf of the corporation as officers or representatives.

#### **109. Powers**

Subject to the unanimous member agreement, the articles and the by-laws, the directors shall determine the powers of the officers and the representatives of the corporation. The directors may delegate to them all their powers, except the powers which the directors are obliged to exercise themselves or those which require the approval of the members. The officers and the representatives shall also have the powers inherent in the Act or which normally relate to their office. Furthermore, they may exercise these powers either within or outside of Canada.

#### **110. Duties**

The officers and the representatives shall, in carrying out their duties, act honestly and in good faith with a view to the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and within the limits of their respective offices and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the corporation. They shall be deemed to have acted within the limits of their offices when they carry out their duties in a manner which is most advantageous for the corporation. They shall be held liable to the corporation for things performed alone which they were only authorized to carry out in conjunction with one or more other persons unless they acted in a manner which turned out to be more advantageous for the corporation than that which had been agreed upon. In making a decision, they may rely in good faith on the opinion or the report of a person whose profession lends credibility to a statement made by that person and, in such a case, shall be deemed to have acted prudently, diligently, honestly and faithfully in the best interests of the corporation.

### **111. Chairperson of the Board of Directors**

The directors may appoint a Chairperson of the Board of Directors who must be a director of the corporation. If a Chairperson of the Board of Directors is appointed, the directors may delegate to them all of the powers and duties conferred by the present by-laws on the President of the corporation as well as any other powers which the directors may determine.

### **112. President of the corporation**

The President of the corporation shall be its chief executive officer subject to the control of the directors. They shall generally supervise, administer and manage the business and the affairs of the corporation, except for the powers which the directors are obliged to exercise themselves and for the business which must be transacted by the members at annual or special general meetings. They shall appoint and dismiss the agents as well as hire, lay off, fire or dismiss the employees of the corporation. They shall also exercise all the powers and carry out all the duties delegated to them by the directors. When requested to do so by one or more of the directors, they shall provide all relevant information relating to the business and to the affairs of the corporation. If no Chairperson of the Board of Directors has been elected, or, if they are absent, unwilling or unable to act, the President of the corporation, if they are a director and if they are in attendance, shall preside at a meeting of the Board of Directors and all meetings of the members.

### **113. Secretary-Treasurer**

The Secretary-Treasurer shall generally manage the finances of the corporation. They shall be responsible for all funds, shares, books, receipts or discharges and other documents of the corporation. They shall deposit all money and other valuables in the name and to the credit of the corporation in the bank or financial institution chosen by the directors. They shall submit at each meeting of the Board of Directors, whenever required to do so by the Chairperson of the meeting or by a director, a detailed statement of account of the receipts and disbursements as well as a detailed accounting of the financial position of the corporation. They shall present a detailed financial statement of the corporation, prepared in accordance with the Act, at the meeting of the Board of Directors prior to the annual general meeting of the members. They shall be responsible for receiving and for issuing receipts for, the amounts payable to the corporation, and for paying, and for receiving receipts for, amounts which the corporation owes, whatever the source of the funds may be. They shall carry out all the duties which are inherent in their office as well as exercising all the powers and carrying out all the duties delegated to them by the directors. The directors may appoint an Assistant-Treasurer to assist the Secretary-Treasurer of the corporation in the discharge of their duties.

The Secretary-Treasurer shall act as secretary at all meetings of the Board of Directors, any committee of the Board of Directors, unless the latter decides otherwise, and the other committees as well as at all meetings of the members. They shall ensure that all notices are given and that all documents are sent in accordance with the provisions the Act and the by-laws of the corporation and they shall keep, in the Corporate Records Book, the minutes of the meetings of the Board of Directors, and of the committees of the Board of Directors and of the meetings of the members as well as the resolutions of the directors, the committees of the Board of Directors. They shall be responsible for the safekeeping of the seal of the corporation and shall ensure the conservation and the updating of all books, registers, reports, certificates and other documents of the corporation. They shall also be responsible for the filing of the records of the corporation. They shall countersign the minutes and the certificates of membership and

the certificates of debt obligations. Finally, they shall discharge such other duties as shall be entrusted to them by the President of the corporation or by the directors. The Assistant-Secretary shall exercise the powers and discharge the duties which are delegated to them by the directors or by the Secretary.

#### **114. Director of High Performance Sport**

The Director of High Performance Sport will undertake activities that support the Federation's Vision and Mission to be successful on the international stage. This Director's efforts will be focused on maximizing delegation sizes at international competitions in which the Federation participates. This will require a sustainable pipeline of athletes who are interested in competing and have the training resources to be successful.

#### **115. Director of Communications**

The Director of Communications will be responsible for the Federation's external communications. They will create an annual Communications Plan for Board approval and oversee its execution. The Communications Plan will include activities that support the Federation's Vision, Mission and Core Values. The Plan will achieve communication-related goals that are outlined in the Federation's Strategic Plan including generally promoting ice stock sport in Canada and supporting the Federation's fundraising and advocacy efforts as well as its interclub and international competitions.

#### **116. Director of Fundraising**

The Director of Fundraising will help to ensure the successful implementation of the Federation's Strategic Plan with the creation and execution of an annual Fundraising Plan. The Fundraising Plan will identify where fundraising dollars will be directed, who the targets are, the value that supporting the Federation will bring to supporters, and the communications channels to reach the targets. The Director will oversee the execution of fundraising which is anticipated to be supported by other members of the Federation's Executive.

#### **117. Vice-President**

In the absence of the President of the corporation or in the event of the latter's inability, refusal or failure to act, the Vice-President shall possess all the powers and assume all the duties of the President of the corporation save that no Vice-President who is not otherwise qualified to attend a meeting of the Board of Directors or of the members as a director or as a member shall preside at such meeting. One of the Secretary-Treasurer and three Directors will be appointed as Vice-President by way of a vote of the five members of the Board of Directors. Obtaining the Vice-President position does not entitle the Secretary-Treasurer or a Director to an additional vote. The term of the Vice-President shall be for one year.

#### **118. Security bond**

The directors, the President of the corporation or any person designated by any one of them, may require that certain officers, representatives or employees of the corporation post a security bond, in such form and containing such guarantees as the directors may determine, in order to guarantee the proper performance of their powers and carrying out of their duties.

### **119. Conflict of interest**

An officer or representative shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the corporation and they shall declare any conflict of interest to the directors. The rules governing conflicts of interest and the disclosure of interest of the directors shall apply, with all necessary changes, to the officers and to the representatives.

### **120. Signature of documents**

Contracts, documents or instruments in writing requiring the signature of the corporation may be signed by the President of the corporation alone or by two persons holding the office of Vice-President, Chairperson of the Board of Directors, director, Secretary-Treasurer or by their duly authorized assistants and all contracts, documents or instruments in writing so signed shall bind the corporation without the necessity of any other authorization or formality. The directors may also authorize any other person to sign and to deliver on behalf of the corporation all contracts, documents or instruments in writing and such authorization may be given by way of resolution in general or in specific terms.

### **121. Mechanical reproduction of signature**

Subject to the Act, the directors may allow the contracts, documents or instruments in writing which are issued by the corporation to bear mechanically reproduced signatures.

### **122. Power of attorney**

The directors may authorize any person to sign and to convey proxies and to ensure that the proper ballots or other evidence of the right to vote attached to all the shares held by the corporation shall be issued. Furthermore, the directors may, from time to time, determine the manner in which, and designate one or more persons by whom the right to vote may or shall be exercised.

### **123. Legal proceedings and others**

The President of the corporation or any other person authorized by the directors or by the President of the corporation shall respectively be authorized to institute any action, suit, petition, proceeding of a civil, criminal or administrative nature or any other legal proceeding on behalf of the corporation or to appear and to answer for the corporation with respect to any writ, order or injunction, issued by any court of law or by any tribunal, with respect to any interrogatories upon articulated facts, and with respect to any other action, suit, petition or other legal proceeding in which the corporation shall be involved; to answer in the name of the corporation with respect to any seizure by garnishment in which the corporation shall be garnishee and to make any affidavit or sworn declaration relating to such garnishment or to any other legal proceeding to which the corporation shall be made a party; to make demands or requests for assignment of property or petitions for winding-up or sequestration orders against any debtor of the corporation; to attend, and to vote at, any meeting of the creditors or of the debtors of the corporation; to grant proxies and to take, with respect to such actions, suits, petitions or other legal proceedings, any other action or deed thought to be in the best interests of the corporation.

### **124. Evidence of by-law**

A copy of a by-law of the corporation to which the seal of the corporation has been affixed, if the corporation has adopted a seal, and which purports to have been signed by the President or the Secretary-Treasurer of the corporation shall be admissible against any member of the corporation as being, in itself, prima facie evidence of the by-law.

### **125. De facto officers or representatives**

The acts carried out by the officers or the representatives shall not be voidable only because of the fact that the latter were incapable or that their appointment was irregularly made.

### **126. Resignation**

Any officer or representative may resign from office by forwarding a letter of resignation to the registered office of the corporation by communication. The resignation shall become effective upon receipt of the letter of resignation by the corporation or at any later date specified therein. The resignation of an officer or of a representative may only take place subject to the provisions of any existing employment contract between them and the corporation. However, the resignation shall not relieve the officer or the representative of the obligation of paying any debt owing by them to the corporation before such resignation became effective. The officer or the representative shall be liable for any damage caused to the corporation by their resignation if they submit it without a serious reason and at an inopportune moment.

### **127. Revocation**

The directors may remove from office any officer or representative of the corporation and may choose the successor or the replacement of such person. The removal from office of an officer or of a representative may only take place subject to the provisions of any existing employment contract between them and the corporation. However, the corporation shall be liable for any damage caused to the officer or to the representative by their removal from office, if done without a serious reason and at an inopportune moment.

### **128. End of term**

The term of office of an officer or a representative shall end upon their death, their resignation, their removal from office, upon expiry of their term of office as officer or representative, if they are declared incapable by a court of law in another province, in another territory, in another state or in another country or political subdivision thereof, if they become an undischarged bankrupt, upon appointment of their successor or of their replacement, by the institution of a regime of protective supervision in their respect or by one of the common causes of extinction of obligations provided for by law.

## **E. COMMITTEE OF THE BOARD OF DIRECTORS**

### **129. Appointment**

The Board of Directors may appoint one or more committees of the Board of Directors. Members of any committee of the Board of Directors must be selected among the directors. It is not necessary for the majority to be resident Canadians or resident of the province of the registered office.

### **130. Other committees**

The directors may also create other committees they deem necessary and appoint any person who may or may not be a director of the corporation. The powers of these committees are limited to the powers delegated by the directors and these committees have access to the information that the directors determine. The members of the committees are entitled to remuneration as determined by the

directors without necessity to pass a resolution for this purpose. They are also entitled to be indemnified for the costs and expenses incurred in pursuing their mandate. This indemnification is made according to the provisions of the section entitled "Protection of directors, officers and representatives" of this by-law. The rules governing the meetings of the directors apply to the meetings of the committees. Quorum at the meetings is established at the simple majority of the members of the committee.

### **131. Powers**

Subject to the restrictions contained in the by-laws, the committee of the Board of Directors shall exercise, under the control of the directors, all the powers of the directors with regard to the management and control of the business and of the affairs of the corporation, except for the powers which the directors are obliged to exercise themselves and for those powers which require the approval of the members. The committee of the Board of Directors shall report on its activities to the directors who may reverse or modify the decisions of the committee of the Board of Directors, subject to the rights of third parties. The committee of the Board of Directors shall consult with and assist the officers and representatives in all matters concerning the corporation and its management.

### **132. Meetings**

The directors or any person appointed by them may call meetings of the committee of the Board of Directors at any time. These meetings shall be chaired by the Chairperson of the Board of Directors, or, in their absence, by a chairperson selected by the members of the committee of the Board of Directors in attendance at the meeting from among their number. The Secretary-Treasurer of the corporation shall also act as the secretary of the committee of the Board of Directors, unless the committee of the Board of Directors decides otherwise. The rules applicable to meetings of the Board of Directors shall apply, with all necessary changes, to meetings of the committee of the Board of Directors, and in particular those rules with respect to the notice of a meeting. The quorum at meetings of the committee of the Board of Directors shall be a simple majority of the members of the committee of the Board of Directors.

### **133. Remuneration**

Members of the committee of the Board of Directors shall be not be entitled to any remuneration for their services, subject to their right to be reimbursed for reasonable expenses incurred in the exercise of their functions. Such compensation shall be made in accordance with the section of the by-laws entitled "Protection of the Directors, of the Officers and of the Representatives".

### **134. Revocation and replacement**

The directors may remove from office any member of the committee of the Board of Directors or any other committee. Despite the fact that the removal from office of a member of a committee shall have been carried out prematurely, without a serious reason and at an inopportune moment, the corporation shall not be liable for any damage caused to the member of the committee. The directors may fill any vacancy which occurs on any committee at a meeting called for this purpose.

### **135. End of term**

The term of office of a member of the committee of the Board of Directors or of any other committee shall end by reason of their death, of their resignation, of their removal from office by the directors,

upon expiry of their term of office, if they are declared incapable by a court of law in another province, in another territory, in another state or in another country or political subdivision thereof, if they become an undischarged bankrupt, if they become disqualified from serving as a director or as a member of the committee of the Board of Directors or of any other committee, upon appointment of their successor or of their replacement, by the institution of a regime of protective supervision in their respect or by one of the common causes of extinction of obligations provided for by law.

## **4 § MEMBERS**

### **A. STATUS OF MEMBER**

#### **136. Classes of members**

The rights of membership pertaining to the classes of members are indicated in the articles. Groups or sub-classes as well as the rights, conditions and restrictions attached to each are described in Annex A hereof.

#### **137. Application for membership**

Subject to the appointment of members on an honorary basis in accordance with the provisions of Annex A, each application for membership shall be forwarded to the secretary of the corporation. Membership is always conditional upon payment of the fee which has been set. The directors may require any additional document or information to be provided with the application for membership. The directors shall examine each application separately and make their recommendations. In the event of a negative recommendation, the directors shall communicate such recommendation to the applicant in a timely fashion so as to enable the latter to withdraw their application before it is circulated to the members. The members may voice their opinions with respect to any application for membership.

#### **138. Decision**

The directors, by way of an ordinary resolution, shall decide on applications for membership. The decisions shall be made during a special meeting called for this purpose, subject to the directors making any recommendation known to the members before the meeting.

#### **139. Certificate of membership**

The directors may issue cards or certificates of membership and approve the form and the contents thereof.

#### **140. Fees**

The directors may set the membership fee and the annual assessment for each class of members. If such be the case, these amounts shall be paid in cash or by cheque and the annual assessment shall be due before the date of the annual general meeting of the members of the corporation. The director may change these amounts provided they send a notice at least four (4) weeks prior to the effective date of such change to each of the members advising them of such amendment and thus enabling them to consult the members at a general meeting.

#### **141. Transfer of membership**

A membership may only be transferred to the corporation. Subject to paragraph 197(1) and section 199 of the Act pertaining to fundamental changes, a special resolution of the members is necessary to amend, to add to, to change or to remove this provision of the by-Laws.

#### **142. Members in good standing**

A member shall be in good standing with the corporation when they shall have paid the membership fee and the annual assessment in accordance with the fee structure and due date set up by the directors for their class.

#### **143. Resignation**

A member may resign by sending a written notice to the registered office of the corporation. Their resignation shall be effective upon acceptance thereof by the directors. However, the member is obliged to pay to the corporation any annual fees due before their resignation takes effect. When a club has ceased to be a member before the expiry of the period covered by their annual fees, the portion of these annual fees relating to the period during which the club was no longer a member of the corporation cannot be claimed, however the directors may grant such a refund if they see fit to do so.

#### **144. Disciplinary measures**

The Board of Directors shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the corporation;
- b) carrying out any conduct which may be detrimental to the corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the corporation.

#### **145. Suspension**

Any member who does not pay their annual fees within three (3) months from the date when such fees are due may be suspended and lose all their rights, including, among others, the right to vote, the right to nominate candidates for the office of director and the right to act as an officer of the corporation. The Secretary-Treasurer of the corporation shall notify any member in writing of their suspension. Where the amounts have been due for more than one year, the member shall be deemed to have tendered their resignation and, they may be charged additional fees if they wish to be reinstated as a member. A suspension shall be made by way of ordinary resolution of the Board of Directors at a special meeting called for this purpose.

#### **146. Expulsion**

A member may be obliged to explain and to justify their actions, if, in the view of the Board of Directors, their conduct may be contrary to the objects or purposes of the corporation or its by-laws. If the member refuses or is unable to provide such justification, the Board of Directors may call for their resignation. If the member refuses to resign, they may be expelled from the corporation only after the Board of Directors has given a notice demanding the expulsion of the member. This notice of expulsion shall be considered at the following meeting of the Board of Directors and a copy of the notice shall be given to the member whose expulsion is requested, thus enabling the latter to prepare a written

response. Where a written response has been provided in time, it shall be appended to the notice. Lastly, the member in question shall be entitled to be heard at the meeting. Expulsion shall only be made by way of an ordinary resolution of the Board of Directors at a special meeting called for this purpose.

## B. NOTICES AND INFORMATION TO MEMBERS

### **147. Notices to members**

Subject to the provisions pertaining to electronic transmission, the notices or the documents required by the Act and its Regulations, the unanimous member agreement, the articles or the by-laws of the corporation to be sent to the members may be sent by prepaid mail or delivered in person to the members, to or at the current address indicated in the Corporate Records Book. A member shall be deemed to have received a notice or a document sent by mail at the time when, according to the ordinary course of mail delivery, the letter containing such notice or document should have been received. The member is deemed to have received the notice or other document except if there are reasonable grounds to believe otherwise, at the normal date of delivery by mail. If the letter was delivered in person, it shall be sufficient to produce a dated acknowledgement of receipt bearing the signature of the member. If electronic correspondence is sent, the sender must obtain acknowledgment of receipt.

### **148. Address of members**

The corporation may consider the member who is registered in the register of members of the corporation as being the only person entitled to receive the notices or the documents which must be sent to the members. The sending of any notice or document to such person shall constitute sufficient notice to the heirs, legatees, liquidators, transferees, agents, legal representatives, successors, assigns or rightful claimants of the member. Each member shall provide the corporation with an address where the notices or the documents shall be sent to them or left for them, failing which they shall be deemed to have waived their right to receive such notices or documents.

### **149. Electronic transmission**

Subject to the Act and its Regulations, notices and other documents may be sent to members in electronic form, provided the addressee has given their written consent. This consent may also be revoked by written notice sent to the corporation. An electronic communication may, among other things, be sent by email or be accessible through an electronic source generally accessible and by notifying the addressee in writing of the availability and the coordinates of the electronic document. When information, a notice or any other document must be sent to numerous addressees, it must be done simultaneously, whatever the means of transmission may be.

### **150. Untraceable member**

The corporation shall not be obliged to send to an untraceable member the notices or the documents which, pursuant to the Act and its Regulations, the unanimous member agreement, the articles or the by-laws of the corporation, must be sent to the members if previous notices or documents sent to such member have been returned to it on more than three (3) consecutive occasions, unless such member notifies the corporation in writing of their new address.

## C. MEETINGS OF MEMBERS

### **151. Annual meetings**

Annual meetings of the members of the corporation shall be held within eighteen (18) months following the incorporation of the corporation, and then, once in each calendar year and not later than fifteen (15) months following the last preceding annual meeting, within six (6) months following the end of the financial year of the corporation. The directors shall determine the place, the date and the time of the annual meeting. At such meetings, the members shall receive and to take notice of the financial statements of the corporation and of the report of the public accountant, elect directors, appoint one or more public accountants and take notice of, and decide on, any other matter which the annual meeting may legally consider. The annual meeting may be called by the President of the corporation or by any director.

### **152. Proposition of candidates for the election of directors**

Subject to the Act, the Regulations and any unanimous member agreement, a proposal may include nominations for the election of directors if the proposal is signed by not less than five percent (5%) of the members of a class or group of members of the corporation entitled to vote at the meeting at which the proposal is to be presented or any lesser number of members as provided in the by-laws, but this subsection does not preclude nominations made at a meeting of the members.

### **153. Special meetings**

Special meetings of the members may be called at any time by the Chairperson of the Board of Directors, by the President of the corporation or by two (2) directors by way of a notice of meeting.

### **154. Calling of meetings**

The notice of meeting must indicate the date, the time and the place of the meeting and must be sent to each member entitled to vote by one of the following methods:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- b) by phone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
- c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and
- d) in the case of a corporation that has more than 250 members, by publication
  - i. at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or
  - ii. at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental changes) of the Act, a special resolution of the members is required to amend the by-laws of the corporation in order to change the means of notifying the members entitled to vote at meetings of members.

### **155. Calling of meeting by members**

A meeting of the members shall be called at the request of members who, on the date of the filing of the request, hold at least five percent (5%) of the votes at a general meeting. Such request shall set out, in general terms, the business to be discussed at the meeting so requested, be signed by the petitioners and be filed at the registered office of the corporation. Upon receipt of such a request, it shall be incumbent on the President of the corporation or the Secretary-Treasurer to call the meeting in accordance with the by-laws of the corporation. If they fail to do so, any director may call such a meeting. If such meeting is not called within twenty-one (21) days of the date upon which the request was filed at the registered office of the corporation, one or more members holding at least five percent (5%) of the votes at a general meeting, whether or not they be signatories to such request, may call such meeting themselves.

### **156. Technical means of participation**

If the corporation elects to implement any telephonic, electronic or other means of communication enabling all participants to communicate adequately among themselves at a meeting of the members, any person authorized to attend the meeting may participate by any such means or by any other manner provided for by the Act. A person participating in a meeting by such a means is considered to be present at the meeting. Except if these by-laws otherwise provide, any person participating in a meeting and entitled to vote at the meeting may do so by any telephonic, electronic or other means provided by the corporation for this purpose. The meetings of members may be held entirely by telephonic, electronic or other means of communication.

### **157. Meetings in Canada**

Subject to the articles, meetings of the members shall be held at the registered office of the corporation or at any other place in Canada designated by the directors. A meeting may be validly held within the territorial limits of Canada, on land, at sea or in the air. The meetings may also be held outside Canada, at the place provided for in the articles, or at any other place agreed upon by the members entitled to vote at the meeting.

### **158. Notice of meeting**

A notice of the calling of any meeting of the members shall be sent to each member entitled to attend such meeting and/or vote thereat. This notice shall be by communication as indicated in the Corporate Records Book, at least twenty-one (21) days prior to the date set for the meeting. If the address of any member does not appear in the Corporate Records Book, the notice may be delivered by courier or by mail to the address where, in the opinion of the sender, it shall most likely be promptly received by this member. It shall not be necessary to give notice of the calling of a meeting in the case of the continuance of an adjourned meeting of the members.

### **159. Content of notice**

Any notice of the calling of a meeting of the members shall indicate the place, the date and the time of the meeting. A notice of the calling of an annual general meeting need not necessarily specify the

purposes of the meeting, unless the meeting is called to pass or to confirm a by-law or to decide on any other matter which ordinarily would be submitted to a special meeting of the members. A notice of the calling of a special meeting shall specify, in general terms, any matter on the agenda which must be decided upon at this meeting. A notice of the calling of a meeting in which special matters are to be deliberated upon shall provide the members with sufficient details so as to permit the members to make an informed judgement on such matters. The notice of the calling of a meeting may be signed manually or may contain a mechanically-reproduced signature.

#### **160. Waiver of notice**

A meeting of the members may be validly held at any time and for any purpose without the notice required by the Act or the by-laws of the corporation, if all the members entitled to attend and vote at the meeting waive notice of the meeting in any manner whatsoever. Such waiver of notice may take place before, during or after the holding of the meeting. Moreover, the attendance of a member or of any other person entitled to attend such meeting shall constitute a waiver of notice of the meeting on their part, unless they declare that they are attending for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

#### **161. Irregularities**

Irregularities affecting the notice of a meeting or the sending thereof, the accidental omission to give such notice or the non-receipt of the notice by a member or by any other person entitled to attend the meeting shall in no way affect the validity of a meeting of the members. The accidental failure to refer in the notice of a meeting to one or more of the matters to be submitted to such meeting, even though reference thereto is required, shall not prohibit the meeting from considering this matter unless it is prejudicial to a member or unless there is a risk of their interests being damaged. A certificate from the Secretary-Treasurer, from an officer or from another duly authorized representative of the corporation shall constitute irrefutable proof of the sending of a notice of the meeting to the members and shall be binding upon each of the members.

#### **162. Persons entitled to attend**

The only persons entitled to attend a meeting of the members shall be those entitled to vote thereat, the directors, the public accountant of the corporation and other persons who, pursuant to the Act, the unanimous member agreement, the articles or the by-laws of the corporation, are entitled or obliged to attend a meeting of the members. Any other person may be admitted to a meeting of the members if so invited by the chairperson of the meeting or if a simple majority of the members present agrees thereto.

#### **163. Quorum**

Subject to the Act, the unanimous member agreement, the articles and the by-laws of the corporation, the attendance of at least two (2) members entitled to vote shall constitute a quorum at the meeting for the purpose of choosing a chairperson of the meeting, and if such be the case, of pronouncing the adjournment of the meeting. For any other purpose, a quorum at a meeting of the members shall be attained, no matter how many persons are actually in attendance when, within fifteen (15) minutes after the time set for the meeting, the members representing a simple majority of the votes are in attendance or represented. Where a quorum is attained at the opening of a meeting of the members, the members present may proceed with the business of the meeting notwithstanding the fact that the quorum is not maintained throughout the entire meeting. A simple majority of the members present at

a meeting shall decide on all matters, unless there is a provision to the contrary in the Act or in the by-laws of the corporation.

#### **164. Adjournment**

One or more members attending a meeting and constituting a quorum for the purposes of adjourning the meeting may adjourn any meeting of the members. The chairperson of a meeting of the members may, if they deem it appropriate, with the consent of the members attending the meeting and entitled to vote thereat, adjourn said meeting and continue it at a specified place, date and time. Notice of the continuance of a meeting to a date less than thirty (30) days later shall be given by an announcement made before the meeting is adjourned. If a meeting of the members is adjourned one or more times for a total of thirty (30) days or more, notice of the continuance of such meeting shall be given in the same manner as the notice of the original meeting. In the event that the continuance of a meeting is held, it may validly consider any matter that the adjourned meeting could consider provided that a quorum is attained. The persons who constituted the quorum at the adjourned meeting are not required to constitute the quorum at the continuance of the meeting. If a quorum is not attained at the continuance of a meeting, the meeting shall be deemed to have ended immediately after the adjournment thereof.

#### **165. Chairperson and secretary**

The President of the corporation or, failing them, any Vice-President, shall chair the meetings of the members. The Secretary-Treasurer of the corporation shall act as the secretary of meetings of the members. In the absence of these persons, the members attending the meeting shall designate any person to act as chairperson or secretary of the meeting. It shall not be necessary to appoint a chairperson and a secretary in the event of an adjournment.

#### **166. Procedure**

The chairperson of a meeting of the members shall be responsible for the proper conduct of the meeting, shall submit to the members the proposals which must be put to a vote and shall establish reasonable and impartial rules of procedure to be followed, subject to the Act, the letters patent, the by-laws of the corporation and the rules of procedure usually followed by deliberating assemblies. They shall decide on any matter including, but without restricting the generality of the foregoing, issues relating to the right of members to vote. Their decisions shall be final and binding on the members. Except if a ballot is requested, the inscription in the minutes of the meeting indicating that the chairperson declared a resolution adopted or rejected is proof thereof, except evidence to the contrary, without necessity to prove the number or the proportion of votes in favour or against the resolution.

#### **167. Written resolutions**

Except where a written statement is submitted by a director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act to explain the reasons for their resignation or their opposition to their removal, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members, and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the member entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members. A copy of every such resolution shall be kept with the minutes of the meetings of members.

## D. RIGHTS OF MEMBERS

### **168. General rule**

Subject to the unanimous member agreement, the articles and the by-laws of the corporation, each member shall be entitled to one single vote at meetings of the members. This right shall belong to the voting members whose names appear in the register of members on the date of the notice of the meeting or, failing that, at the close of business on the eve of the date of notice, or, if no notice is given, on the date of the meeting. However, any voting member in arrears in respect of their membership fee or of their annual assessment shall not be entitled to vote at a meeting of the members.

### **169. Consensus**

Any decision at a meeting of members may be made by consensus. The consensus is deemed to have been obtained when no member opposes the decision pertaining to a question appearing in the agenda of the meeting. The declaration of the chairperson that a consensus was or was not obtained is evidence thereof. Any member attending the meeting may request that a vote be taken, in which case it is established that a consensus was not obtained. If the chairperson decides, after reasonable efforts to obtain consensus, that a question will not obtain consensus, they determine that the decision pertaining to this question will be made by a majority of the votes of the members present. Decisions made by consensus pursuant to this paragraph are deemed to comply with all requirements regarding the vote.

### **170. Vote by show of hands and casting vote**

Any question submitted to a meeting of the members shall be decided upon by a vote by a show of hands, unless a ballot is requested or unless the chairperson of the meeting prescribes another voting method. The chairperson of the meeting shall not be entitled to a second or casting vote in the event of a tie vote. At any meeting, a statement by the chairperson of the meeting to the effect that a resolution has been passed or defeated unanimously or by a specified majority shall constitute conclusive evidence thereof without it being necessary to prove the number or the percentage of votes cast in favour of, or against, the proposal.

### **171. Vote of a legal person**

The corporation shall permit any individual authorized by a resolution of the Board of Directors or of the governing body of a body corporate which is a member of the corporation to represent the body corporate at meetings of the members of the corporation. An individual so authorized may exercise, on behalf of the body corporate which they represent, all the powers which it could exercise if it were an individual member.

### **172. Vote by ballot**

Voting at a meeting of the members shall be by ballot if the President of the corporation or at least five percent (5%) of the members present so request. Each member shall deliver to the scrutineer of the meeting a ballot on which they are written their name and the manner in which they shall be casting their vote. A vote by ballot may be requested before or after any vote by a show of hands. Such request may also be withdrawn before the ballot is taken. A vote by ballot shall take precedence over a vote by a show of hands.

### 173. Vote of absent members

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by designating a proxyholder, and one or more alternate proxyholders, who must be members, to attend the meeting and to act within the limits of the proxy and the powers granted by the proxy, subject to the following:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
  - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall
  - i. indicate, in bold-face type,
    - (A) the meeting at which it is to be used,
    - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - (C) instructions on the manner in which the member may appoint the proxyholder,
  - ii. contain a designated blank space for the date of the signature,
  - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d) (iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the corporation to change this method of voting by members not in attendance at a meeting of members.

#### **174. Amendment of articles or by-laws**

The members of a class or group of members are, whether they are entitled to vote or not, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment in the articles or the by-laws to

- a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) add, change or remove the rights or conditions attached to the memberships of the class or group, including
  - i. to reduce or remove a liquidation preference, or
  - ii. to add, remove or change prejudicially voting or transfer rights of the class or group;
- c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) create a new class or group of members having rights equal or superior to those of the class or group; or
- f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

#### **175. Voting on amalgamation**

Should the corporation amalgamate with another corporation, the members of a class or group may, whether they are entitled to vote or not, vote separately on the amalgamation agreement if the latter includes a provision which, in a proposal for the amendment of the articles, would have conferred them this right according to the preceding paragraph.

### **176. Voting on transactions outside the ordinary course of activities**

Sales, leases or exchanges of all or substantially all of the property of the corporation other than in the ordinary course of its activities requires the authorization of the members given at a special meeting called in compliance with the provisions of section 214 of the Act and each member, whether they are entitled to vote or not, has the right to vote on the matter. Moreover, the proposed transaction may be submitted to a separate vote for a class or a group of members only if it has a particular effect on the class or group.

### **177. Dissolution and winding up**

In the event of the dissolution and the winding-up of the corporation, the residual assets, if any, after payment in full of the debts and liabilities of the corporation, shall be distributed in accordance with the articles of the corporation and, failing any such provision, the residual assets of the corporation shall be distributed equally among its voting members.

## **E. PUBLIC ACCOUNTANT**

### **178. Appointment of public accountant**

The members of the corporation shall appoint a public accountant to serve until the close of the next annual general meeting, by way of a resolution, at the first meeting of the members of the corporation following its incorporation and at each subsequent annual general meeting. If the members fail to appoint a public accountant at a meeting, the incumbent public accountant shall remain in office until the appointment of their successor or of their replacement. The members may also appoint more than one public accountant.

### **179. Dispensing with public accountant**

Members of a designated corporation may resolve not to appoint a public accountant, but the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution. The resolution is valid until the following annual meeting of members.

### **180. Vacancy**

The directors may fill an unforeseen vacancy in the office of public accountant.

### **181. Remuneration**

The members of the corporation shall fix the remuneration of the public accountant unless this power has been delegated to the directors.

### **182. Qualifications of public accountant**

In order to be a public accountant of a corporation, a person shall be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province, meet any qualification under an enactment of a province for performing any duty that the person is required to perform under the Act, and, except if an order of a court provides otherwise, be independent as indicated in the following paragraph.

### **183. Independence of public accountant**

The public accountant shall be independent of the corporation, its directors and its officers. A person is deemed not to be independent if that person or their business partner is a business partner, a director, an officer or an employee of the corporation or any of its affiliates, or is a business partner of any director, officer or employee of the corporation or any of its affiliates, or beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates, or has been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two years before the person's proposed appointment as public accountant of the corporation. A public accountant who becomes disqualified under this paragraph shall, unless an order of a court otherwise provide, resign immediately after becoming aware of the disqualification.

### **184. Revocation of public accountant**

The public accountant may be removed at any time by the members of the corporation at a general meeting or by resolution. However, the corporation shall be liable for any damage suffered by the public accountant because of their removal without a serious reason and at an inopportune moment. A vacancy created by the removal of the public accountant may be filled by the members at the meeting at which or in the resolution in which it was decided to remove them or, if the vacancy is not so filled by the members, by the directors. Any other vacancy in the position of public accountant shall be filled by the directors. The person appointed to replace the public accountant shall hold the position for the unexpired term of their predecessor.

### **185. Right to attend meetings**

The public accountant of the corporation has the right to attend all meetings of the members of the corporation, to receive on their subject any notices or other communications that a member is entitled to receive, unless they are waived such right, and when they attend a meeting, to be heard on any matter which interests them as the public accountant.

### **186. Presence required**

Upon receipt, at least 7 days prior to a meeting of the members, of a written notice, from members holding more than five percent (5%) of the votes at such meeting, requesting the public accountant to attend such meeting, the corporation shall immediately advise the public accountant in writing to attend such meeting, and the public accountant or their representative shall attend.

### **187. End of term**

The term in office of the public accountant shall end upon their death, their resignation, their removal in accordance the provisions of the these by-laws, upon expiry of their term of office, if they are declared incapable by a court of law in another territory, in another state or in another country or political subdivision thereof, if they become an undischarged bankrupt, if they become disqualified from practicing as an public accountant in the province where the registered office of the corporation is located, upon appointment of their successor or of their replacement, by the institution of a regime of protective supervision in their respect or by one of the common causes of extinction of obligations provided for by law. The resignation of the public accountant shall take effect on the date on which written notice of their resignation is received by the corporation or on any later date which is specified

therein. However, the public accountant shall be liable for any damage suffered by the corporation by their resignation if they submit it without a serious reason and at an inopportune moment.

#### **188. Audit committee**

The directors may create an audit committee made up of not less than three (3) directors of the corporation, a majority of whom shall be made up of directors who are neither officers nor employees of the corporation or of bodies corporate which are members of the corporation. Each member of the audit committee shall hold office until they are replaced by the directors or, if such be the case, until they cease to be a director. The directors may fill any vacancy on the audit committee.

#### **189. Duties of audit committee**

The audit committee shall review the financial statements of the corporation before their approval in accordance with the Act. It shall also receive notification of any errors or misstatements contained in financial statements of the corporation which are the subject of a report by the public accountant or by one of their predecessors. Any director or officer of the corporation shall notify the audit committee immediately if they become aware of any errors or misstatements in financial statements which have been the subject of a report by the public accountant or by one of their predecessors.

#### **190. Meetings of audit committee**

Meetings of the audit committee shall be subject, with all necessary changes, to the rules and to the procedures which govern the meetings of the Board of Directors.

#### **191. By-laws and coming into force**

Subject to any unanimous member agreement and to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws regulating the activities or the affairs of the corporation. Such by-laws, amendments or repeals are effective from the date of the resolution of the directors and remain in force until the next meeting of the members where the by-laws, the amendments or the repeals will be confirmed, rejected or amended by the members by ordinary resolution. If the by-laws, the amendments or the repeals are confirmed or confirmed as amended by the members, they remain in force as confirmed. The by-laws, the amendments or the repeals cease to be in force if they are not submitted to the members at the next meeting or if they are rejected by the members at the meeting. This provision does not apply to the by-laws requiring an extraordinary resolution of the members pursuant to subsection 197(1) of the Act regarding the fundamental changes.

## **PART III - CORPORATION WITH ONE DIRECTOR AND ONE MEMBER**

### **1 § GENERAL RULES**

#### **192. Application**

This part applies when the sole director is also the sole member of the corporation or they are the designated representative of the sole member when the latter is a legal person.

#### **193. Resolutions**

The written resolutions signed by the sole director constitute valid decisions of the board of directors and these resolutions signed by the same person acting in their capacity of director and member are

valid without the necessity to adopt distinct resolutions of the sole director and resolutions of the sole member.

## **2 § MANAGEMENT OF THE CORPORATION**

### **A. SOLE DIRECTOR**

#### **194. Composition of the board of directors**

The board of directors shall be made up of one sole director.

#### **195. Qualifications**

Subject to the articles, a person need not be a resident of Canada or of Quebec or a member in order to become a director of the corporation. Any natural person may be a director of the corporation, except persons disqualified for the office of director under the Civil Code of Quebec or persons declared incapable by decision of a court of another jurisdiction. Are thus disqualified from being a director: minors, persons of full age under tutorship or curatorship, bankrupts and persons prohibited by the court from holding such office.

#### **196. Acceptance of office**

The sole director may accept their office expressly by signing an acceptance of office form for this purpose. Furthermore, bis acceptance may be made tacitly and, in such a case, it may be inferred from their actions, from their acts, from the deeds and even from their silence.

#### **197. Term of office**

The sole director shall bold office for as long as they are qualified and their office will terminate upon the election or the appointment of their successor.

#### **198. End of term of office**

The term of office of the sole director of the corporation shall end in the event of their death, of their resignation, or ipso facto if they no longer qualifies as a director.

#### **199. Powers**

Subject to a written declaration of the sole member, the sole director supervises the management and carries on the business and the affairs of the corporation and acts simultaneously in their capacity of director and member in all decisions, deeds and acts done on behalf of the corporation.

#### **200. Banking or finance**

The banking or financial operations of the corporation shall be carried on with the banks or with the financial institutions designated by the sole director. The sole director shall also designate one or more persons to carry out these banking or financial operations on behalf of the corporation.

### **201. Signing of documents**

Contracts, documents or instruments in writing requiring the signature of the corporation may be signed by the sole director only or by officers or representatives they are authorized in writing and all contracts, documents or instruments in writing so signed shall bind the corporation without the necessity of any other authorization or formality.

### **202. Remuneration and expenses**

The sole director may fix their own remuneration without having to pass a resolution to this end. They may receive advances and shall be entitled to be reimbursed for all expenses incurred in the execution of their office.

### **203. Conflict of interest**

The sole director who is a party to an important contract or a proposed important contract with the corporation, or who is a director of, or has a significant interest in, any person who is party to an important contract or a proposed important contract with the corporation, shall be deemed to have disclosed their interest in the manner prescribed by the Act.

### **204. By-laws**

The sole director, by way of resolution, may make, amend or repeal any by-law governing the business and the affairs of the corporation when they are acting in their double capacity of director and member. They may also choose not to adopt any by-laws.

## **B. OFFICERS**

### **205. Appointment and cumulative duties**

The sole director shall hold the offices of president and of secretary of the corporation. They may also create any other office and appoint thereto qualified persons to represent the corporation and to discharge the duties which they determine.

### **206. Term of office**

The term of office of the officers and of the representatives of the corporation shall begin with their acceptance of the office and such acceptance may be inferred from their actions, from their acts or from their deeds. Their term of office shall continue until their successors or their replacements shall have been appointed by the sole director.

### **207. Remuneration**

The sole director shall fix the remuneration of the officers or of the representatives of the corporation without having to pass a resolution to this end.

### **208. Powers**

The sole director shall determine the powers of the officers of the corporation. The sole director may delegate to them all their powers except the reserved powers or those which require the approval of

the sole member. The officers and the representatives shall have the powers inherent in the Act or which normally relate to their office.

#### **209. Resignation**

Any officer or representative may resign from office by forwarding a letter of resignation to the head office of the corporation. The resignation shall become effective upon receipt of the letter of resignation by the corporation or at any later date specified therein. The resignation of an officer or of a representative may only take place subject to the provisions of any existing employment contract between them and the corporation. The resignation shall not relieve the officer or the representative of the obligation of paying any debt owing by them to the corporation before their resignation became effective.

#### **210. Removal from office**

The sole director may remove from office any officer and may choose the successor or the replacement of such person. Nevertheless, the removal from office of an officer may only take place subject to the provisions of any existing employment contract between them and the corporation.

### **C. BANKING OR FINANCE**

#### **211. Financial year**

The date of the end of the financial year of the corporation shall be determined by the sole director.

#### **212. Public accountant**

The sole member shall, by written resolution, appoint a public accountant or decide not to appoint one. Such resolution shall be valid until the adoption of the next resolutions of the sole member in lieu of meeting.

#### **213. Removal of public accountant**

The sole member may, by resolution, remove the public accountant from office.

### **3 § SOLE MEMBER**

#### **214. Powers**

The sole member shall exercise by themselves all the powers which the Act expressly reserves for the members by passing resolutions of the sole member. A copy of these resolutions shall be kept in the Book of the corporation.

#### **215. Annual and other resolutions**

The sole director and member of the corporation, acting in their double capacity, may adopt any resolution and, particularly, proceed to the juridical organization and adopt annual resolutions without distinguishing between the resolutions of the sole director and the resolutions of the sole member.

General by-laws passed this October 21, 2015 and amended July 17, 2021.



\_\_\_\_\_  
president and/or secretary

## **ANNEX A**

### **CLASSES OF MEMBERS**

As indicated in the articles, the corporation has two principal classes of members, being Class A members having the right to vote and Class B members not having the right to vote. The corporation may also have six (6) designations of members. The rights, conditions and restrictions for each class are determined in the articles of the corporation or, if the articles do not so provide, in the by-laws of the corporation.

#### **Federation Club members**

Unless otherwise provided in the letters patent, any club interested in promoting the objects or the purposes of the Corporation may become a Federation Club member by forwarding an application for membership to the Corporation. Federation Club members are Class A members and they have the right to vote at meetings of members.

#### **Hobby Club members**

Any club that does not satisfy the conditions necessary for acquiring the status of Federation Club member but who demonstrates an intention to promote the objects or the purposes of the Corporation may become a Hobby Club member. The status of Hobby Club member shall confer neither the right to become a director nor the right to vote at meetings of the members. However, a Hobby Club member may attend such meetings and shall have the right to be heard at meetings of the members of the Corporation when they are held. Hobby Club members are Class B members and do not have the right to vote.

## ANNEX B

### PERTAINING TO THE BORROWING POWERS OF THE CORPORATION

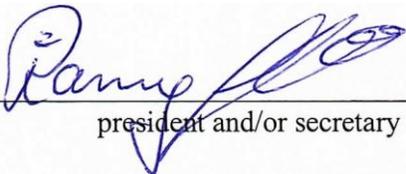
#### THE CANADIAN ICE-STOCK FEDERATION

Unless otherwise provided in the Act, in a unanimous member agreement, in the articles or in the by-laws of the corporation, the board of directors of the corporation may, without the authorization of the member, when they deem opportune:

1. Borrow money;
2. Issue, reissue, sell or hypothecate its debt obligations;
3. Enter into a suretyship to secure performance of an obligation of any persons; and
4. Hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

The board of directors may, by resolution, delegate the hereinabove described powers to a director, to a committee of directors or to an officer.

No provisions limits nor restricts the borrowing powers of the corporation on bills of exchange or promissory note made, drawn, accepted or endorsed by or in the name of the corporation.



\_\_\_\_\_

president and/or secretary

# Banking By-law



## BUSINESS BANKING AGREEMENT

### Banking Relationship

1. This agreement between The Toronto-Dominion Bank, TD Mortgage Corporation and TD Pacific Mortgage Corporation (*collectively we, our and us*) and the undersigned customer (*you and your*) sets out the terms and conditions that will govern your banking relationship with us, in addition to agreements between us and you for specific products and services.

### Name of Business

2. You declare that you are carrying on business as:

*(tick one)*

Sole Proprietorship

Corporation

Partnership

Joint Venture

Association

*\*Enter the name of the business. If the business operates under a trade name, enter the trade name only.*

under the name:

\* THE CANADIAN ICE STOCK FEDERATION

You also declare that this name is the correct name of the business (*your "Business Name"*). You appoint us as your banker.

### Signing Officers (except Sole Proprietorship)

3. (a) \*\* \_\_\_\_\_

(the "Signing Officers") are authorized on your behalf from time to time:

(i) to conduct all aspects of your banking relationship with us (whether under corporate seal or not);

(ii) to authorize any person or persons to do any one or more of the following:

(1) to receive from us any (i) cash or securities, (ii) bills of exchange (including cheques), promissory notes, orders for payment of money, securities, coupons, clearing items or other value items, and other instruments (*each of which we individually call an "Instrument"*) or (iii) other property, or to give instructions to us for the delivery or other transfer of any such cash, securities, instruments or other property to any party named in those instructions;

(2) to deposit with, negotiate or transfer to us, for your credit, cash or any security, instrument or other property, endorsed (by rubber stamp or otherwise) with your Business Name; and

(3) to settle your accounts with us and to receive from us, and provide receipt of, statements, passbooks, debit vouchers and other items (including paid and unpaid cheques).

(b) You agree to provide us with: (i) a list of the names and positions of the Signing Officers certified by the Signing Officers; (ii) specimens of their signatures; and (iii) an original of any authorization made by the Signing Officers under sub paragraph 3(a)(ii) of this agreement.

You will be bound by any such document until each of our branches where you have an account receives a new document repealing or replacing it.

### Non-Restriction (except Sole Proprietorship)

(c) There are no provisions in the Memorandum of Association, Articles of Incorporation or in any of your by-laws or resolutions, or in any unanimous shareholder agreement, or in any other agreement, that restrict or limit in any way your powers or the powers of your directors on your behalf (except the provisions of \*\*\* \_\_\_\_\_ a true copy of which is attached to this agreement).

*\*\*\*If applicable, list articles, by-laws, agreement, etc.*

**Your Liability**

4. You agree that you are liable to us (if a partnership or joint venture jointly and severally) for:

- (a) all transactions and agreements entered into by you or in your Business Name;
- (b) for all Instruments made, drawn, accepted, endorsed (by rubber stamp or otherwise) or signed (manually or by facsimile signature):
  - (i) by you in your Business Name, or
  - (ii) by your appointed attorney, if you are a sole proprietorship, or
  - (iii) by you, as provided in Section 3, if you are a partnership, corporation, association or joint venture; and
- (c) for all Instruments credited to you.

We may, from time to time, provide you with the terms of our services or products. Your use of those services or products will act as your acceptance of and agreement to be bound by their terms.

**Waiver of Protest**

5. You waive presentment, protest and notice of dishonour on all Instruments which you have drawn, made, accepted or endorsed and which are delivered to us for any purpose.

**Use of Agents**

6. We may use any third party to provide any service, including the Canadian Payments Association for clearing arrangements, without responsibility for any loss occasioned thereby. That party is considered to be your agent.

**Charges to Account**

7. We may charge any of your accounts, even if that creates or increases an overdraft, with the amount of the following:

**Instruments Drawn on Us**

(a) any Instrument drawn by you on any of our branches;

**Unpaid Instruments**

(b) any Instrument cashed or negotiated by us for you or credited to any of your accounts for which payment is not received by us or which is returned to us later by reason of a forged, unauthorized or missing endorsement, plus any expenses incurred by us in that connection. You agree that the charging of any unpaid Instrument will not be considered to be payment of it and that our rights against all parties liable on the Instrument are preserved;

**Lost, Stolen Instruments**

(c) any Instrument received by us for credit to any of your accounts if it is lost, stolen or otherwise disappears from any cause, other than our negligence;

**Recovery**

(d) any amounts you owe us and any costs to recover them, including legal fees on a solicitor and their own client basis, as well as any legal fees and disbursements charged by our legal department; and

**Service Charges and Fees**

(e) any service charge for the operation of any of your accounts and our fees for other services and products used by you, in effect from time to time.

**Overdrafts**

8. Unless we agree, you may not overdraw your account. You will repay the amount of any overdraft plus interest immediately without notice from us. Unless otherwise agreed, we will charge you interest at our standard rate charged from time to time for overdrafts.

**Verification of Account**

9. (a) We will periodically forward to you, your employee or agent a statement of your account by any means including ordinary mail to your last provided address. You will:

- advise us promptly if you have not received the statement within 10 days of the date upon which you normally receive it;
- if you have a passbook, present it to us periodically for updating;
- carefully and promptly verify the completeness and correctness of each statement or update and immediately notify us in writing of any errors or omissions.

(b) If we don't receive notice from you within 30 days of the statement date or update, subject to (i) and (ii) below, you accept the statement or update as correct, and we will be released from any claim with respect to any and every item on the statement or update and from any other claim for negligence, breach of trust, breach of fiduciary duty or otherwise. At any time, we may correct:

- (i) amounts credited to your account by mistake; or
- (ii) amounts charged to your account as a result of a forged or unauthorized endorsement of the payee of an Instrument drawn on your account. You must notify us in writing of any forged or unauthorized endorsement on any Instrument as soon as you discover it.

**Electronic Communications**

10. Any electronic communication between you and us will take place according to the provisions of this section. The term "electronic communication" means any communication of instructions by telex, telephone, wire or other method of telecommunication or electronic transmission, including a facsimile transmission.

We will consider any electronic communication received from you or in your name to be duly authorized by you and binding on you. You authorize us to rely and act on any such communication. If the communication is by facsimile transmission, we will be entitled to act upon any signature purporting to be your signature or that of your Signing Officer. If we try to verify the signature on a facsimile transmission or the validity of any instructions electronically communicated (though we are not obligated to do so) and are unable to do so to our satisfaction, we may delay in acting on or refuse to act on such instructions.

You agree that our records regarding any electronic communications will be admissible in any legal, administrative or other proceedings as if such records were original written documents. Our records will be conclusive proof of the information contained in such electronic communications.

**Internal Supervision**

11. You will at all times have in place commercially reasonable procedures to prevent and detect losses due to forged or unauthorized signatures, and fraud or theft involving Instruments or instructions.

**Limitation on Our Liability**

12. Although we are liable for direct losses or damages caused by our negligence, we will not be liable for indirect or consequential loss or damage regardless of the cause of action.

In no event will we be liable for any loss or damage resulting from:

- (a) the actions, or any failure to act, of any other person;
- (b) a forged or unauthorized signature or a material alteration on any Instrument, unless you prove (i) it was made by a person who was at no time your employee or agent; and (ii) its occurrence was beyond your control;
- (c) our failure to perform or fulfill any obligation due to any cause beyond our control; or
- (d) incomplete or incorrect information supplied to us by you.

**Partnership/  
Joint Venture  
Terms**

13. You are liable under this agreement regardless of the admission or withdrawal of any partner of a partnership or member of a joint venture. You will not be liable for obligations under this agreement which are incurred after we receive written notice that you are no longer a partner or a member signed by you or your legal representative, provided that in the event of dissolution of the partnership or joint venture, you will remain liable until the obligations to us under this agreement, whether incurred before or after the dissolution, are paid in full. This notice will be effective at each of our branches when the branch where you have an account receives it.

**Heirs, Executors,  
etc.**

14. This agreement is binding on us, our successors and assigns. It is also binding on you, your heirs, executors and administrators and other legal representatives, successors and assigns.

**Amendments and  
Waiver**

15. We may amend this agreement by sending you a notice or by posting a notice in all our branch offices. No waiver of any breach of any term of this agreement will be effective unless in writing. It will not be considered to be a waiver of any other breach of such term or other term of the agreement.

**Copy of Agreement**

16. You have received a copy of this agreement and our Schedule of Business Account Service Charges (or About TD Deposit Accounts and Related Services if applicable).

**Officers/Directors  
(except Sole  
Proprietorship)**

17. The following are the names of your officers and directors (where applicable):

**Officers**

**Directors**

President	<u>Ronny Horvath</u>	<u>Ronny Horvath</u>
Vice President	<u>Wolfgang Meindl</u>	<u>Wolfgang Meindl</u>
Secretary	<u>Jennifer Mayerl</u>	<u>Jennifer Mayerl</u>
Treasurer	<u>Karola Leuschner</u>	<u>Karola Leuschner</u>
	<u>Karl Hammer</u>	<u>Karl Hammer</u>

*If more space  
required, add  
separate schedule.*

Secrétaire

**Consent**

18. You authorize us to obtain credit or other information to the extent permitted by law, and to give other credit grantors and credit bureaus information about this application and subsequent credit experiences, if applicable.

Dated this 21<sup>st</sup> day of October, 19 xx 2014

*(Please print name below respective signature.)*

Obtain signatures of:

- Sole Proprietorship - sole proprietor
- Partnership - all partners and for Limited Partnership, all general partner(s). If partner is corporation, partner to sign under corporation name. If more than 8, add separate schedule
- Corporation - the Signing Officers as set out in paragraph 3(a) under the corporation name - no corporate seal required
- Association - the Signing Officers as set out in paragraph 3(a) Joint Venture - all members under the corporation name if member is corporation - no corporate seal required

X Ronny Horvath  
Signature Name:

X Wolfgang Meindl  
Signature Name:

X Jennifer Mayerl  
Signature Name:

X Karola Leuschner  
Signature Name:

X Karl Hammer  
Signature Name:

X \_\_\_\_\_  
Signature Name:

X \_\_\_\_\_  
Signature Name:

X \_\_\_\_\_  
Signature Name:

## **SCHEDULE B**

**To the articles of continuance of**

### **THE CANADIAN ICE-STOCK FEDERATION**

**Section 8 - The classes, or regional or other groups, of members that the corporation is authorized to establish.**

There shall be two classes of members in the corporation, namely, Class A members and Class B members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

**Class A Voting Members:** Class A voting membership shall be available to clubs who have applied and have been accepted for Class A voting membership in the corporation. Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

**Class B Members:** Class B non-voting membership shall be available to clubs and other entities who have applied and have been accepted for Class B non-voting membership in the corporation. A Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the corporation.