

Midland Minor Lacrosse Inc.
P.O. Box 695
Midland, Ontario
L4R 4P4

A by-law relating generally to
the conduct of the affairs of

MIDLAND MINOR LACROSSE INCORPORATED

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of MIDLAND
MINOR LACROSSE INCORPORATED (hereinafter called the
"Corporation") as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Town of Midland, in the County of Simcoe, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

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

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of ~~three~~ at least five (35) directors, each of whom at the time of his or her election or within ten days thereafter and throughout his or her term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he or she shall have been elected or until his or her successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

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VACANCIES. BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or

vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS. BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

The absence of a director from more than three (3) consecutive meetings without cause, shall entitle the remaining board of directors to declare the board member's position vacant. If declared vacant, the position shall be filled in accordance with paragraph 4 hereof.

ERRORS IN NOTICE. BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

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VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. ~~In case of an equality of votes, the President, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.~~ A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President his or her duties may be performed by such other director as the board may from

time to time appoint for the purpose.

POWERS

8. The directors of the Corporation may administer the affairs of the Corporation in all things and made or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

10. There shall be a President, a Vice-President, a Secretary, a Registrar and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President. The offices of President shall, Vice-President, Secretary, Registrar and Treasurer shall constitute the Executive Committee and shall be elected at the annual general meeting. The remaining offices may be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other

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officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

No person shall be eligible for the office of President who has not been either a director, officer or active committee member for at least the preceding year (or since the date of incorporation if the appointment occurs during the first year of the Corporation's existence). No person shall be nominated or elected in absentia unless the proposed nominee has made it known, to the directors of his willingness to stand for the office in question.

DUTIES OF PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership

certificates. During the absence or inability of the President, his or her duties and powers may be exercised by such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE VICE-PRESIDENT

12. The Vice-President shall assist the President in all duties and preside over meetings in the absence of the President. In the event of the President's inability to serve, the Vice-President shall perform the duties of the President and be accorded the same privileges of the President.

DUTIES OF SECRETARY

- ~~13~~13. The Secretary shall be ex officio clerk of the board of directors. He or she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF REGISTRAR

14. The Registrar shall be responsible for maintaining the register of members of the Corporation, including all players and team officials, ensuring applicable registration requirements are satisfied. The Registrar shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER

- ~~14~~15. The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He or she shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular

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meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

- ~~14~~16. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

- ~~15~~17. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two of

the President, Vice-President, Secretary, Registrar and Treasurer or by any person authorized by the Board, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, Vice-President, Secretary, Registrar and Treasurer or by any person authorized by the board.

The President, the directors, Vice-President, Secretary, Registrar or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

~~16~~18. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

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MEMBERSHIP

~~17~~19. The membership shall consist of the applicants for the incorporation of the Corporation, the directors of the Corporation, past directors of the Corporation, all registered players who are at least eighteen (18) years of age, designate members (as defined below) and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

"Designate members" - where the registered player, in good standing, is under the age of eighteen (18) years, up to two (2) names will be assigned as "designate member" during registration. Only one (1) designate member may vote.

Each member in good standing who is eighteen years of age

or over and one designate member per registered player under the age of eighteen (18) years shall be entitled to one vote on each question arising at any special or general meeting of the members. Each member may vote through a duly authorized proxy.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance of his or her resignation.

Each member shall promptly be informed by the Secretary of his or her admission as a member.

DUES

~~19~~20. Dues or fees payable by members time to time shall be fixed by the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

~~19~~21. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The 7

board of directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by ~~prepaid e-mail or telegraph~~, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy, duly appointed and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

~~20~~22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall

invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Corporation.

ADJOURNMENTS

~~21~~23. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

~~22~~24. A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are three (3) members present in person.

VOTING OF MEMBERS

~~23~~25. Subject to the provisions, if any, contained in the Letters Patent of the Corporation and subject to the provisions of paragraph 17, each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy need not himself/herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in ~~writing from his or her constituent or constituents. No~~ 8 writing from his or her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

FINANCIAL YEAR

~~24~~26. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

CHEQUES, ETC.

2527. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

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DEPOSIT OF SECURITIES FOR SAFEKEEPING

2628. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

INDEMNITIES TO DIRECTORS

2729. Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in

through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belong to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any

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contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

NOTICE

2830. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him or her at his or her recorded address by prepaid air or ordinary mail, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him or her to be reliable.

BORROWING

2931. The directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle

the borrowing of money by the Corporation.

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CONFLICT OF INTEREST

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Conflict of Interest:

- (a) Every director of a corporation who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his or her interest at ~~a~~ a meeting of the directors of the Corporation;
- (b) In the case of a proposed contract, the declaration required shall be made at the meeting of the directors at which the question of entering into the contract is first taken into consideration or, if that director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he or she becomes so interested, and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the directors held after he or she becomes so interested;
- (c) For the purposes of this paragraph, a general notice given to the directors of the Corporation by a director to the effect that he or she is a shareholder of or otherwise interested in any other corporation, or is a member of a specified firm and is to be regarded as interested in any contract made with such other corporation, or firm shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given;
- (d) If a director has made a declaration of his or her interest in a proposed contract or contract in compliance with this paragraph and has not voted in respect of the contract, he or she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his or her holding that office or of the fiduciary relationship established thereby;
- (e) Notwithstanding anything in this paragraph, a director is not accountable to the Corporation or to any of its members or creditors for any profit realized from such contract and the contract is not voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if his or her interest in the contract is declared in the notice calling a meeting.

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~~I NSURANCE~~
INSURANCE

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Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for

the benefit of its directors and officers as such, as the board may from time to time determine.

INTERPRETATION

~~32~~34. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

COMMITTEES

~~33~~35. The board of directors may appoint by resolution such standing or ad hoc committees for such purposes as the Board may determine from time to time. The Committees shall have such powers as may be delegated to them by the board of directors, but in matters involving the exercise of a discretion, the functions of such Committee shall be advisory only.

Every Committee shall operate under the following general terms of reference:

- (a) The Chairperson of each Committee shall report to the membership at the annual meeting of members if directed by the board of directors;
- (b) Every Committee shall take such action on such matters required by the members at the annual meeting and by the board of directors from time to time;
- (c) Every Committee shall keep a record of the minutes of each meeting, which minutes shall be provided to the directors at the next monthly meeting of directors;
- (d) The Chairperson of each Committee shall attend at each meeting of the board of directors next following the most recent Committee meeting and report on the activities of the Committee;
- (e) The Chairperson and members of each Committee shall be appointed by the board of directors from among the members of the Corporation;
- (f) Each Committee shall meet at least annually and more frequently at the will of its Chairperson or as required by its terms of reference as requested by the board of directors.

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AMENDMENTS TO BY-LAWS

~~34~~36. These by-laws shall not be amended, added to, or changed in any way except by two thirds majority of the members present at an annual meeting.

Notice of motion in writing, setting out the exact changes

requested and the reason why the change is desirable must be filed with the Club Secretary and read at a general meeting held at least one month prior to the annual meeting.

Document comparison by Workshare 10.0 on 2021, October, 20 1:24:03 PM

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Moved cell	
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