

Bylaws

Club de Hockey Les Anciens de Pointe-Claire Inc.

The Pointe-Claire Oldtimers' Hockey Club Inc.

By-Law 1

Article 1 - Name of the Corporation

The name of the Corporation is "Club de Hockey Les Anciens de Pointe-Claire Inc." et sa version anglaise: "The Pointe-Claire Oldtimers' Hockey Club Inc."

Article 2 - Address and Head Office

The address of the Corporation is P.O Box 593, Pointe-Claire, Quebec, H9R 2V0. The head office of the Corporation is the City of Pointe-Claire, Quebec.

Article 3 - Seal

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

(Note: Any reference to "Pointe-Claire" in these by-laws implies the City of Pointe-Claire as defined within its legal boundaries as of January 1st, 2006.)

By-Law 2

Article 1 - Members

Members for the year 1966-67 hockey season are confirmed as charter members and always to remain so; however, they are to have no special privileges.

Article 2 - All new members must be residents of Pointe Claire with the exception of goalers if one cannot be found in Pointe Claire. Members must be thirty-five years of age or over.

Article 3 - Members moving out of Pointe Claire may remain as members and can continue to play hockey providing they were permanent members in good standing for a period of seven (7) consecutive years. Spares are not considered permanent members.

Article 4 (A) - Permanent members, in good standing for a period of seven (7) consecutive years, who move out of Pointe Claire and are unable to participate because of location, may upon their return, receive preference on the waiting list if they reside in Pointe Claire.

Article 4 (B) - All playing members must declare their intention of remaining as such before the annual draft meeting. Any member failing to do so and who wishes to play again at later date will have his name placed at the bottom of the waiting list.

Article 5 - All persons desiring membership shall be required to sign an application form prescribed by the Board of Directors, containing such affirmations and undertakings as are deemed appropriate.

Article 6 - Applications may be refused by the directors without the necessity of giving or recording reasons. The membership rights of the applicant shall come into existence upon approval by the Board of Directors.

Article 7 - There shall be five (5) categories of members: permanent members, waiting list members (spares), permanent spares, associate members and life members.

A permanent member is considered to be a person who is not considered a waiting list or associate member. Once a person is accepted as a permanent member, he will remain a member unless his membership is defaulted according to the by-laws or he is not deemed to be a member in good standing by the Board of Directors. Non-playing active coaches and non-playing active referees are considered as permanent members and are exempt from paying annual membership dues.

Waiting List members are players who have filed an application to play hockey and have paid their required dues, but have not been accepted as permanent members. Names of waiting list members shall be placed on a list prepared by the Membership Convenor in order of seniority.

An Associate member is a former permanent member who wishes to be associated with the club. Associate members have no special privileges and are exempt from paying dues. An associate member who later wishes to return as a permanent member must file an application and become a waiting list member until he is accepted as a permanent member.

A life member is a former permanent member in good standing who requests to be considered for a ?lifetime membership?. This request must be approved by the Board of Directors. A life member will have the same rights as a permanent member.

A permanent spare is a spare member who is considered under the same rules as a permanent member for the duration of his tenure as a permanent spare.

By-Law 3

Article 1 - the Board of Directors shall consist of eighteen (18) Directors who are permanent members.

Article 2 - In case of a vacancy on the board, the Directors may appoint a successor for the balance of the unexpired term.

Article 3 - Officers of the Corporation shall be:

A President

Two Vice-Presidents

A Secretary

A Treasurer

Officers of the Corporation must also be on the Board of Directors.

If two or more people are nominated for the same office, a secret ballot shall be taken. Only the Board of Directors is entitled to vote for the selection of officers. To be elected, a clear majority (50 percent plus 1) of the votes must be established. If a runoff vote is required, it shall be between the two people polling the highest number of votes in the previous ballot.

Article 4 - Qualification and Term of Office of Directors

Each Director shall (except as herein otherwise provided) be elected at the annual general meeting of members by a majority of the votes cast in respect of such election. Each Director so elected shall hold office until the election of his successor, unless he shall resign or his office become vacant by death, removal, or other cause. No Director may hold office for more than seven (7) consecutive years, effective with the 1994-1995 term of office.

Article 5 - General Powers of Directors

The Directors of the Corporation may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any description of contract which the Corporation may lawfully enter into and generally may exercise all such other powers and do all such other acts and things which 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 bonds, debentures, shares, stocks, rights, warrants, options and other securities, and/or property, moveable or immovable or mixed, 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 seem advisable.

All acts done at any meeting of Directors or by any person acting as a Director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was

some defect in the election of the Directors or the person acting as aforesaid or that they or any of them were disqualified, be as valid as if the Directors or such other person as the case may be, had been duly elected and were or was qualified to be a Director or Directors of the Corporation.

By-Law 4

Article 1 - The fiscal year of the Corporation shall commence on the first day of September and terminate on the last day of August of each year.

By-Law 5

Article 1 - An annual general meeting of members shall be held during the month of May in each year. A quorum shall be twenty (20) permanent members.

The Directors of the Corporation shall appoint a nominating committee by April first of each year, consisting of the chairman and four (4) permanent members to present a list of candidates by April 15th of each year for election to office for the following year. This slate of nominations shall be submitted to each member at least 15 days prior to the annual general meeting. Further nominations may be made provided they are made in writing by five (5) permanent members in good standing be in the hands of the Secretary at least three (3) days prior to the annual general meeting.

Article 2 - A special general meeting of members may be called by the President, the Board of Directors, or at the written request of ten (10) permanent members of the Corporation. At such meeting, no other business than that specified in the notice shall be transacted.

Article 3 - Fifteen (15) days clear notice shall be given to each member of such special general meeting, such notice being given by mail or in person to each permanent member.

Article 4 - A quorum at all special general meetings of the Corporation shall be thirty (30) permanent members.

Article 5 - A quorum at all meetings of the Board of Directors shall be ten (10) Directors.

Article 6 - Meetings of the Directors shall be held at such times and places as may be determined by the Directors with a minimum of one meeting per month from August 1st to May 31st. At least one week's notice shall be given of all meetings of the Directors unless such notice is waived by all of the Directors.

Article 7 - At annual or special general meetings, each member present except the Chairman shall have one vote, and in the event of a tie, the Chairman shall have the deciding vote.

At meetings of the Directors, each Director present, except the chairman, shall have one vote. In the event of a tie, the Chairman shall have the deciding vote.

The President shall act as Chairman of all meetings and in his absence, a vice president designated by the President to act as such during the period in question, shall occupy the Chair. If the President does not designate a replacement, the Directors will assume the responsibility of nominating a Chairman.

Article 8 - The President shall appoint such special committees as he considers necessary at any time. On the majority vote of the permanent members present at any meeting, he shall appoint committees as they direct.

By-Law 6

Article 1 - Amendments to the Constitution

Proposed amendments to the Constitution must be presented to the Secretary in writing, signed by 10 permanent members of the Corporation in good standing, thirty (30) days prior to a special general meeting. Such amendments must be circulated to all members at least fifteen (15) days in advance of the special general meeting. In order for an amendment to be presented at a special general meeting, at least thirty (30) permanent members must be in attendance and in order for an amendment to be passed, it must receive the assent of at least two-thirds (67%) of the permanent members present.

Article 2 - Enactment, Repeal and Amendment of By-Laws

The Board of Directors may, from time to time, enact or pass By-Laws not contrary to law or to the charter of the Corporation, and may repeal, amend or re-enact bylaws of the Corporation, but every such by law (excepting bylaws made respecting agents and servants of the Corporation and such bylaws as the provisions of the laws governing the Corporation require to be sanctioned, approved, or confirmed by the members before becoming effective) and every re-amendment or re-enactment thereof unless in the meantime sanctioned at the special general meeting of the members of the Corporation duly called for that purpose, shall have force only until the next annual general meeting of the members of Corporation and in default of confirmation thereat shall, at and from that time only, cease to be in force.

By-Law 7

Article 1 - Officers

The executive officers of the Corporation shall be the President, two (2) vice-presidents, a Secretary, and a treasurer. They shall be elected from and by the Board of Directors at the first meeting of the Directors held after the annual general meeting of the members. The Board of Directors may also elect or appoint at anytime, and from time to time, such other officers or executive officers as the Board of Directors may deem expedient. All officers and executive officers of the Corporation shall hold office until their successors are chosen, subject always to removal as provided in the bylaws of Corporation. All officers and executive officers shall respectively perform such duties in addition to those specified in the bylaws of the Corporation, as shall from time to time be prescribed by the Board of Directors. The same person may hold more than one office, provided however that the offices of the President and vice-President shall not be held by the same person.

Article 2 - President

The President shall be chosen from the Directors of the previous year. He shall preside as Chairman at all meetings of the members and all meetings of the Board of Directors. He shall be the Chief Executive Officer of the Corporation and if no general manager or managing-Director is appointed, shall exercise a general control and supervision over its affairs. He shall be responsible with the executive officers for the preparation and presentation of the annual corporate budget.

Article 3 - Vice-Presidents

The Vice-Presidents shall have such powers and duties as may be assigned to them by resolution of the Board of Directors. In case of the absence or disability of the President, one of the Vice-Presidents may exercise the powers and perform the duties of the President and, in such case, such Vice-President shall exercise any of the powers or perform any of the duties of the President, the absence or disability of the President shall be presumed.

Article 4 - Treasurer

The Treasurer shall have general charge of the finances of the Corporation. He shall deposit all funds and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate by resolution or which the Board of Directors may authorize him to designate, He shall also render to the Board of Directors on a quarterly basis (or whenever he is directed by the Board of Directors), an account of the financial condition of the corporation compared to the budget as soon as possible after the close of each financial year he shall make and submit to the Board of Directors a like report for such financial year. He shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation. The Treasurer shall advise the President of any members who are delinquent in payment of their duties. He shall perform such other duties as pertain to his office of Treasurer or as may be required by the Board of Directors.

Article 5 - Secretary

The Secretary shall attend to the service of all notices of the Corporation and shall keep the minutes of all meetings of the Corporation and the Board of Directors in a book or books to be for that purpose. He shall keep in safe custody the corporate seal of the Corporation. He shall have charge of records of the Corporation

including books containing the names and addresses of the members and directors of the Corporation, together with copies of all reports made by the Corporation and such other books and papers as the Board of Directors may direct. He shall be responsible for keeping and filing all books, reports, and other documents required by law to be kept and filed by the Corporation. He shall perform other such duties as pertain to his office of Secretary, or as he may be required by the Board of Directors.

Article 6 - Secretary-Treasurer

Whenever the Secretary shall also be the Treasurer, he may be designated as the "Secretary-Treasurer".

Article 7 - General-Manager or Managing-Director

The Directors may appoint, from time to time, a general manager of the Corporation. He shall manage the affairs of the Corporation and shall exercise such powers as may be prescribed, from time to time, by resolution of the Board of Directors, and such authority may be either general or specific.

Article 8 - Membership Convenor

A Membership Convenor shall be appointed by the Board of Directors. The Convenor shall ensure that each permanent member and waiting list member from the previous year is contacted, and a complete list of eligible players is available for the annual draft meeting. He shall be responsible for keeping an up-to-date list of permanent members, waiting list members, and associate members. During the month of October he will prepare a list of the above members containing their names, addresses, phone numbers, and name of wife or consort. The Convenor shall also be responsible for obtaining a signed form from each permanent member, each waiting list member, coaches and referees, before the aforementioned participate in any games, which removes liability to the Club in the event of injury or disability.

By-Law 8

Article 1 - Dues and Fees

The Directors shall fix and determine from time to time, by resolution, the annual dues and fees payable by all members of the Corporation and shall also fix the dates at which dues or fees are required to be paid.

Article 2 - Any member of the Corporation whose annual dues are not paid within the period set forth by the Directors, may be suspended by the Directors from the privileges of membership.

By-Law 9

Article 1 - The funds of the Corporation shall be deposited by the Treasurer in such banks or other depositories approved by the Directors and shall be credited to the account of the Corporation.

Article 2 - All cheques, drafts, or orders for payment of money and all other notes and acceptances and bills of exchange shall be approved by the Treasurer, or in his absence, the President, and paid by the Corporation. Such payments require the signature of two (2) signing officers.

Article 3 - Books of the Corporation will be audited annually by one auditor appointed by the members.

Article 4 - Remuneration of the employees of the Corporation shall be determined by the Directors.

By-Law 10

Article 1 - Declarations

The President, any Vice-President, Treasurer, Secretary, Secretary-Treasurer, General Manager, Managing Director or any other officer or person nominated for the purpose by the President or any Vice-President are, and any one of them is, authorized and empowered to approve and make answer for, on behalf of and in the name of the Corporation, to all writs of attachment by way of garnishment in which the Corporation is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any

and all judicial proceedings to which the Corporation is a party and to sue any debtor and grant proxies in connection therewith.

By-Law 11

Article 1 - Indemnification of Directors and Officers

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

(A) All costs, charges, and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act or deed, matter, or thing whatsoever heretofore or hereafter made, done or permitted by him, in or about the execution of the duties of his office, and

(B) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs that of except such costs, charges or expenses as are occasioned by his own fault; and the Corporation consents to the indemnification provided for therein.

By- Law 12

Article 1 - Grants and Subsidies

The Corporation may solicit, receive and use grants, donations, subsidies and other forms of assistance, financial and otherwise, under such terms and conditions as the Board of Directors, by resolution may deem fit, whether such assistance be provided by Federal, Provincial, Municipal and/or other governmental bodies as well as other sources.

By- Law 13

Article 1 - The Board of Directors may borrow funds, on behalf of the Corporation, from any lenders or lenders, under any conditions which the Board of Directors may determine by resolution, provided however that such borrowing be exclusively for the purposes of the corporation's exercise of its lawful powers and, providing further that any borrowing shall not exceed five thousand dollars (\$5, 000.00) in any unrelated instance. Total borrowings in excess of two thousand dollars (\$2,000.00) shall require prior authorization by resolution of the members at a special general meeting, the notice whereof shall contain a financial statement of the purposes of the proposed borrowing.

By-Law 14

Article 1 - The Board of Directors may apply for recognition by the Federal and Provincial governments that donations to the Corporation shall be deductible for purposes of income tax.

Duly enacted at a meeting of the Board of Directors of the Corporation held on the _____ day of _____ 1997.

President Secretary

Duly ratified, sanctioned and confirmed at a meeting of the members of Corporation called for the purpose on the _____ day of _____, 1997.

President Secretary