

A motion passed at the Annual General Meeting of the Fredericton Youth Hockey Association held May 19, 2022 at the Delta Fredericton confirms that the constitution for the FYHA is current for the year 2022 –2023 and that a motion will be required each year to confirm the same.

PROVINCE OF NEW BRUNSWICK
LETTERS OF PATENT
INCORPORATING
FREDERICTON YOUTH HOCKEY ASSOCIATION INC.

DATED: 19th September, A.D., 1977

RECORDED: 19th September, A.D., 1977

LIB

FOL.

REF. NO. 77-1261

BY THE HONORABLE Paul S. Creaghan
Provincial Secretary

TO ALL TO WHOM THESE PRESENTS SHALL COME, or who the same may in anywise concern,
GREETING:

WHEREAS, In and by the “COMPANIES ACT” (being Chapter C-13 of the Revised Statutes, 1973), it is amongst other things in effect enacted, that the Provincial Secretary may, by Letters Patents, under his Seal of Office, grant a Charter to any number of persons not less than three, who having complied with the requirements of the Act, apply therefore, constituting such persons and others who thereafter become Shareholders or members (as the case may be) in the Company thereby created, a Body Corporate and Politic, for any of the purposed or objects to which the Legislative authority of the Legislature of New Brunswick extends, except the construction and working Railways, the Business of Insurance and other than as provided in Part II, the Management of Trade Unions, Friendly Societies, Building Societies, Trust Companies, Loan Companies, or other Associations of like character, upon the applicants therefore establishing to the satisfaction of the Provincial Secretary due compliance with several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

WHEREAS, an application has been filed to incorporate a company pursuant to the provisions of Part I of the Companies Act, under the name of:

FREDERICTON YOUTH HOCKEY ASSOCIATION LTD.

THEREFORE the Provincial Secretary, Paul S. Creaghan, under the authority of Part I of the Companies Act, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, with all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part thereof.

GIVEN under my hand and seal at
FREDERICTON, the 19th day of
September, A.D., 1977.
(sgd) Paul S. Creaghan
PROVINCIAL SECRETARY

APPLICATION FOR INCORPORATION UNDER
THE NEW BRUNSWICK COMPANIES ACT

TO: The Honorable Provincial Secretary

The application of

David J. McQuade Zoning Control Officer for the City of Fredericton,
Fred Blair Reporter,
Al McDonald Civil Servant,
Gary McKinley Bank Manager,
all of the City of Fredericton in the County of York and Province of New Brunswick, respectfully sheweth as follows:

The undersigned applicants are desirous of obtaining Letter Patent under the provisions of the New Brunswick Companies Act constituting your applicants and such others as may become members in the company thereby created, a body corporate and politic under the name of

FREDERICTON YOUTH HOCKEY ASSOCIATION

or such other name as shall appear to you to be proper in the premises.

The undersigned have satisfied themselves and are assured that the proposed corporate name of the company under which incorporated or unincorporated or any name liable to be confounded therewith.

Each of your applicants is of the full age of nineteen years.

The purposes for which incorporation is sought by the applicants are:

- a) To promote and foster sports in general and more particularly minor hockey.
- b) To provide material, facilities and equipment to personnel engaged in activities sponsored by the Association and more particularly to a minor hockey program.
- c) To encourage high standards of physical fitness, moral, conduct, educational progress and growth of sportsmanlike values.
- d) To promote sporting activities beneficial to the Community as a whole.
- e) To solicit, accept and receive by the way of transfer, gift subscription, bequest, legacy, devise or otherwise any money, property or anything of value whatsoever, either on endowment or to meet the general expenses of the corporation.
- f) To have the power to make and adopt a constitution and by-laws, rules and regulations for the admission, suspension and expulsion of its members, and for their government, and for the establishing of different classes of membership, and for the collection of fees and dues, for the election and appointment of its Directors and other officers, and to define their duties, and for the safekeeping and protection of its property and funds, and in general to regulate, manage and preserve its property and interests, and from time to time to alter, repeal, rescind or vary such constitution, by-laws, rules and regulation, or any of them.
- g) To carry on any other business of the same or similar nature, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly, to enhance the value of or render profitable any of the Corporation's property or rights.
- h) To acquire or undertake the whole, or any part of the business, property and liabilities of any person of corporation carrying on any business which the Corporation is authorized to carry on, or possessed of personal property suitable for the purpose of the Corporation.
- i) To enter into any arraignments with any authorities, municipal, local or otherwise, that may seem conducive to the Corporations' objects, or any of them, and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- j) To purchase, take on lease, or in exchange, hire or otherwise acquire, any real or personal property, or any rights, or privileges, which the Corporation may think necessary or convenient for the purpose of its operation.
- k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- l) To sell or dispose of the undertaking of the Corporation or any part hereof, for such consideration as the Corporation may think, and in particular for shares, debentures or securities of any other corporation, having objects altogether, or in part, similar to those of the Corporation.
- m) To do all such other things as are incidental or conducive to the attainment of the objects and to exercise and be subject to the provisions of paragraphs 18(2)(a) to 18 (2)(j) inclusive of the Companies Act.

The head office of the proposed Company within the Province of New Brunswick will be situate at the City of Fredericton in the County of York.

The proposed Company shall not have any capital stock or issue any share certificates but may acquire real and personal property not exceeding THIRTY THOUSAND DOLLARS (\$30000).

The Company shall hold all property, both real and personal, and the profits and income arising therefore acquired by its purchase, gift, bequest, or otherwise, in trust for the objects and purposes for which the Company is incorporated and no part of such property or income shall be payable to or otherwise available for the personal benefit of any proprietor or member, and in the event of dissolution or winding up of the Company, all its remaining assets, after payment of liabilities, shall be transferred to one or more other organizations having cognate or similar objects or to a municipality or the Province of New Brunswick.

The following are the names in full and address and calling of each of the applicants.

NAME OF APPLICANT	ADDRESS	CALLING
David J. McQuade	Fredericton, New Brunswick	Zoning Control Officer
Fred Blair	Fredericton, New Brunswick	Reporter
Al McDonald	Fredericton, New Brunswick	Civil Servant
Gary McKinley	Fredericton	Bank Manager

BY-LAW NO. 1

A by-law relating generally to the transaction of the business affairs of
FREDERICTON YOUTH HOCKEY ASSOCIATION INC.

BE IT ENACTED as a by-law of FREDERICTON YOUTH HOCKEY ASSOCIATION INC. hereinafter referred to as the "Company". as duly incorporated under and by virtue of the laws of the Province of New Brunswick under the Companies act (hereinafter referred to as the "Act") as follows:

HEAD OFFICE

1. The head office of the Company shall be in the City of Fredericton, in the County of York and the Province of New Brunswick and at a place therein where the affairs of the Company are from time to time carried on as fixed by resolution of the Directors.

SEAL

2. The corporate seal of the Company shall be in the form impressed hereon.

MEMBERSHIP

3. Any person who is a resident within the boundaries of the Fredericton Youth Hockey Association Inc. and who has attained the age of majority and who subscribes to the purposes and basic policies of the Company is eligible to become a member of the Company subject only to compliance with provisions of this by-law or such conditions as the Board by resolution may determine.

The Board may by resolution prescribe an initiation fee to be paid by persons desirous of becoming members of the Company. Unless and until the Board determines otherwise, any person within the boundaries of the Fredericton Youth Hockey Association Inc. and has attended the age of majority may become a member of the Company upon payment of the initiation fee, if any, and requesting that his name be added to the list of the members of the Company upon attending either, at any time at the office of the Company, or at an annual or special meeting of the members of the Company.

BOUNDARIES

4. The boundaries of the Fredericton Youth Hockey Association shall be described as follows: On the Trans Canada south to Burton Bridge, the Baker Brook stream on the Lincoln Road, and on Route 101 the boundary shall be the intersection of the Waasis Road and Route 655 continuing in a straight line to a point on Route 101 one kilometer beyond the Whittaker Road (county Line). The boundaries proceed west on the Hanwell Road to a point one kilometer beyond the Mazerolle Settlement Road. The boundary on the Trans Canada south is the Longs Creek Bridge. The boundaries on Route 105 extend to the intersection on Route 104 and on the Royal Road to the Kingsley Road. The Boundary on the Killarney Road extends to the intersection of Route 8 and includes all side roads. The boundary on Route 10 is the Noonan Stream.

MEETINGS OF THE MEMBERS OF THE COMPANY

5. Annual Meeting of the Members of the Company

The annual meeting of the Members of the company shall be held at such place within New Brunswick, on the 3rd Thursday of May in each year at the conclusion of the hockey season for the purpose of hearing and receiving the reports and statements required by The Act to be read at and laid before the Company at an annual meeting, elected directors, appointing the auditor and fixing or authorizing the Board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

At each annual meeting of the Company the order of business shall be as follows:

- a) Roll call or registration;
- b) Reading of minutes of the last annual meeting of the Company and of any intervening special meeting;
- c) Business arising from the minutes;
- d) Correspondence;
- e) Report of Directors;
- f) Report of Nominating Committee and consideration of reports of any other committees established under paragraph 53 of this by-law;
- g) Notices of Motion
- h) Election of Officers
- i) Unfinished Business;
- j) New Business;
- k) Adjournment

6. Special Meetings of the Members of the Company

A quorum of the Board, as defined in Paragraph 17 of this by-law, or any one of the President, Vice-President, Secretary or Treasurer shall have power at any time to call a special meeting of the members of the Company to be held at such time and such place within the Province as may be determined by the Board other person calling the meeting. If the meeting is called by a quorum of the Board, the notice of the meeting shall specify the general purpose of the meeting.

7. Notice of Meetings of the Members of the Company

Public notice of the annual meeting of the Company shall be given at least fifty (50) days prior to the date set for the annual meeting by publication thereof in a newspaper having circulation in the area in which the meeting is to be held. Public notice of any special meeting of the company shall be given in the same manner as that set out herein for annual meetings except that such notice need only be given ten (10) days prior to the date set for any such special meeting.

8. Persons Entitled to be Present

All persons who live within the boundaries of the Fredericton Youth Hockey Association who have attained the age of 18 years are entitled to attend a meeting of the Company. The members of the Company are the only members entitled to vote at a meeting of the Company. Members of the company shall include the following:

- a) Elected Directors
- b) Appointed Directors
- c) Coaches, Assistant coaches, and any other bench personnel as registered on Fredericton Youth Hockey Team Rosters as registered with Hockey New Brunswick for the hockey season of the year of the Annual Meeting.
- d) Parents or guardians as registered with Fredericton Youth Hockey Association for the hockey season of the year of the Annual Meeting.

9. Quorum

Whenever a quorum is necessary for the transaction of business at any meeting of the Company it shall consist of ten (10) of the registered members of the Company.

10. Scrutinizers

At each meeting of the members of the Company one or more scrutinizers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting. Such scrutinizers need not be members of the Company.

11. Votes to Govern

At all meetings of the members of the Company every question shall, unless otherwise required by the letters patent or by-laws of the Company or by-law, be decided by the majority of the votes duly cast on the question.

12. Show of Hands

At all meetings of the members of the Company every question shall be decided by a show of hands unless a poll thereon be required by the chairman or be demanded by any member present in person. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceeding at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Company in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any such time prior to the taking of the poll.

13. Polls

If a poll be required by the chairman of the meeting or be duly demanded by any member and the demand not be withdrawn, a poll upon the question shall be taken in such manner as the chairman of the meeting shall direct. Upon a poll each member who is present in person shall be entitled to one vote and the result of the poll shall be the decision of the company in annual or special meeting, as the case may be, upon the question.

14. Casting Vote

In case of an equality of votes at any meeting of the members of the Company, either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

15. Adjournment

The chairman at a meeting of the members of the Company may, with the consent of the meeting and subject to such conditions as the meeting may be decided, adjourn the meeting from time to time and from place to place.

DIRECTORS

16. Powers of Directors

The affairs of the Company shall be managed by a board of directors (hereinafter sometimes referred to as “the board”) who may exercise all powers and do all acts and things which may be exercised or done by the Company and which are not by-laws of the Company, or by statute expressly directed or required to be done by the company at a general meeting of the members.

17. Number of Directors

The number of directors shall not be less than eight (8) and not more than eighteen (18) until or unless the board by resolution determines otherwise

18. Quorum for Meeting of the Board

Six (6) members of the board present in person shall constitute a quorum for the transaction of business at any meeting of the directors of the Company.

19. Vacancies on Board

In case of an addition to the board, or in case of a vacancy occurring on the board through death, resignation, disqualification, removal, or other cause, the directors then in office, by the affirmative vote of majority of such remaining director as may be present at the meeting, although such majority is less than a quorum, shall have the power at any time and from time to time to appoint any other duly qualified member as a director and any director so appointed shall hold office until the next following annual general meeting of the Company when the general election of the directors of the Company takes place and shall be eligible for re-election.

20. Qualifications

Each director shall be of the age of majority and within one (1) week after election or appointment and throughout the remainder of his term of office shall be a member in good standing of the Company.

21. Elected Directors

The following officers and directors shall be elected yearly at the annual meeting of the members of the Company:

- | | |
|--|-----------|
| a) President | Executive |
| b) Vice-President | Executive |
| c) Secretary | Executive |
| d) Treasurer | Executive |
| e) Director of Officials | |
| f) Director of Operations | Executive |
| g) Director of Coaching Development | Executive |
| h) Director of Property and Equipment | Executive |
| i) Director of Special Events | Executive |
| j.) Director of Publicity and Fund-raising | |
| k.) Webmaster | |
| l.) Division Directors | |

The above officers and directors shall, subject to Paragraph 21 of this by-law, hold office until the next annual meeting of the members of the Company and until their successors shall have been duly elected. All of the above officers and directors shall be elected at such annual meeting, and all of the officers and directors then in office shall retire, but with the exception of the immediate past president as provided for in paragraph 21 of the by-law, if qualified, are eligible for re-election. The election may be a show of hands or by resolution of the members unless a poll be demanded by any member.

22. Appointed Directors

The City of Fredericton Recreation Department shall be entitled to appoint one director who shall have all the powers of a Director.

The immediate past president of the Company shall not be eligible for re-election to the Board but shall automatically on retiring as President be appointed as a director of the Company with full powers thereof.

All pointed officers and directors of the Company shall be members of the Company and shall hold office only during the pleasure of the board.

23. Removal of Elected Directors

The members of the Company may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of the members of the Company of which notice specifying the intention to pass such resolution has been given to remove any director who has been elected to office before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

24. Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting. During the month of November through March inclusive, the board shall meet at least once a month.

25. Special Meetings

Special meeting of the board of directors may be called in the same manner, mutatis mutandis, as the prescribed in Paragraph 5 for the calling of special meetings of the members of the Company.

Notice of such meeting shall be mailed to each director five (5) days before the meeting is to take place, but the waiver of notice provisions contained in the last sentence of Paragraph 23 of this by-law are applicable to special meetings of the board.

26. Voting at Meeting of Board

Questions arising at any meeting of the board shall be decided by a majority of votes. In the case of equality of votes the chairman in addition to his original vote shall have a second or casting vote.

27. Chairman of the Board

The board may appoint from their number a chairman of the board who shall preside at all meetings of the directors. The chairman of the board shall possess and may exercise such powers and fulfill such duties as the board may by resolution determine.

28. Validity of Acts of Directors

All acts done bona fide by any meeting of the board or by any person acting as a director notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of such board, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was disqualified to be a director.

29. Vacation of Office by Directors

The office of any director may be ipso facto be vacated

- a) if he becomes bankrupt or suspends payments or compounds with his creditors to make an authorized assignment or is declared insolvent;
- b) if he is found to be a lunatic or becomes of unsound mind;
- c) if by notice in writing to the Company he resigns his office;
- d) if his actions are to the satisfaction of the board proved to be inconsistent with the aims and objectives of the Company;

The board by resolution declare his office vacant and proceed to fill the vacancy by appointing another member of the Company to take his place.

30. Protection of Directors and Officers

No director or officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other directors or officer, or for joining any receipts or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property by order of the board for or on behalf of the Company, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Company shall be deposited, or for any loss occasioned by any error in judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

31. Indemnity of Directors and Officers

Every director or officer of the Company and his heirs, executors and administrators, and estates and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Company, 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, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;
- b) all other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS OF THE COMPANY

32. Officers

The officers of the Company shall consist of those persons elected in accordance with the provisions of Paragraph 20 of this by-law and those persons appointed in accordance with the provisions of Paragraph 21 of this by-law and such other officers as the board may by resolution from time to time determine.

Any two of the aforesaid officers may be held by the same person except that at least four (4) persons shall occupy the offices of the President, Vice-President, Secretary and Treasurer.

33. Remuneration of Officers

No compensation shall be paid to any officer of the Company except as a reasonable allowance for service actually rendered or for the Company in addition to those performed in accordance with his duties as defined in this by-law.

34. Duties of the President

Unless the board by resolution determines otherwise, the president shall be the chief executive officer of the Company and shall be charged with the general supervision of the business and affairs of the Company. The president shall, when present, preside at all meetings of the members of the Company and of the board. He shall sign all instruments which require his signature and shall perform all duties incidental to his office and shall have such powers and duties as from time to time be assigned to him by the board. The president, when presiding at meetings of either the board or the members of the Company shall have a second or casting vote in addition to his original vote.

35. Duties of the Vice-President

Unless the board determines otherwise, the vice-president shall be vested with all the powers and shall perform all the duties of the president in the absence or disability or refusal to act of the president. The vice-president shall also have such other powers and duties as may from time to time be assigned to him by the board or by the president. When presiding at meetings of either the board or members of the Company, the vice-president shall have a second or casting vote in addition to his original vote.

36. Duties of the Secretary

The secretary shall give, or cause to be given, when directed to, all notices required to be given to members, directors, auditors, officers, members of committees, and the public. He shall attend all meetings of the members of the Company and of the board shall enter or cause to be entered, in the books for that purpose, minutes of all proceedings at such meetings. He shall be responsible for the safe custody of the corporate seal of the Company. He shall have charge of papers, documents, property (other than property and equipment within the scope of Paragraph 40 of this by-law) and the minute books of the Company and shall keep or cause to be kept a book or books wherein shall be kept recorded:

- a) a copy of the letter patent incorporating the Company and any supplementary letters patent, and of all the by-laws of the Company;
- b) the names of all persons who are or have been members of the Company, to be known as the Company registry;
- c) the address and calling of every such member, as far as can be ascertained;
- d) the names, addresses and calling of all persons who are or have been directors of the Company with the several dates at which each became or ceased to be such director.

The secretary shall perform all duties that are properly required of him by the board and those duties may be modified or altered in keeping with the allotment of such duties as may be assigned to the president of the Company by the board of directors. The secretary shall at all reasonable times exhibit his books and accounts to any director of the Company upon application at the office of the Company during business hours.

37. Duties of the Treasurer

The treasurer shall keep full and accurate books of the account in which shall be recorded all receipts and disbursements of the company and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Company, he shall render to the board at the meetings thereof, or whenever required of him an account of his transactions as treasurer and of the financial position of the Company; he shall cause the books of the Company to be audited by an accountant and he shall perform such other duties as may from time to time be prescribed by the board/

38. Duties of the Director of Officials

The director of officials shall be responsible for the selection, organization, scheduling and evaluation of officials within the City of Fredericton used by the Company.

39. Duties of the Director of Operations

The director of operations shall be responsible for the division and management of ice schedules in conjunction with the division directors. He shall, in conjunction with the director of coaching development, evaluate all coaches.

40. Director of Coaching

The director of coaching development shall be responsible for conducting clinics and for establishing practice procedures which in his opinion are appropriate for each of the various age groups within the minor hockey system. He shall, set up and maintain a system for evaluation of coaches performances.

41. Director of Property and Equipment

The director of property and equipment shall be responsible for all property and equipment of the Company used in the sport of hockey. He shall be charged with the duties of cataloguing, and keeping an inventory of, all equipment and of the distribution of equipment to coaches and managers operating within the sphere of the Company. He shall also be responsible for the maintenance and upkeep of the hockey equipment belonging to the Company.

42. Director of Special Events

The director of special events shall be responsible for the co-ordination and operation of all sanctioned tournaments of the Company.

43. Duties of the Director of Publicity and Fund Raising

The director of publicity and fund raising shall be responsible for all public relations and act as a liaison between the Company and the media. He shall be responsible to organize and manage fund raising in conformity with approved policies and regulations.

44. Duties of Division Directors

The division director shall be responsible for the efficient management of their division in accordance with FYHA purposes, objectives and policies.

45. Duties of the City of Fredericton Recreation Department Representative

The person appointed to the board by the City of Fredericton Department of Recreation shall act as a liaison between the Company and the City of Fredericton Recreation Department.

46. Other Officers

The duties of all other officers of the Company shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

47. Vacancies in Offices

If any office of the Company shall become vacant by reason of death, resignation, disqualification or otherwise, the board by resolution duly passed at any meeting duly called and held may elect or appoint any person to fill such vacancy.

48. Duties of Officers May be Delegated, Varied, Etc.

In case of absence of any officer of the Company or for any other reason that the board may deem sufficient, the board may delegate the powers of any officer, provided that a majority of the entire board concur therein.

ATTORNEY OR AGENT

49. Attorney or Agent

The board may appoint one or more attorneys or agents and may confer upon any one of such attorneys or agents all such powers of the Company as may be legally conferred or delegated by the board and the board shall be responsible for any fault, negligence, or improper act or exercise of judgment on the part of such attorneys or agents nor for any lack of judgment in the selection of such attorneys or agents nor shall the directors be subject individually to any liability whatsoever in respect of any act, or failure to act, on the part of such attorneys or agents.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

50. Banking Arrangements

The banking business of the Company, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transaction on the Company's behalf by such one or more officers or directors of the Company as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Company's accounts, the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Company; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any such act or thing on the Company's behalf to facilitate such banking business.

51. Execution of Instruments

Deeds, transfers, assignments, contracts and obligations on behalf of the Company may be signed by the Treasurer and any other Director or Officer of the Company and the corporate seal shall be affixed to such instruments as require the same.

Notwithstanding the provision of the contrary contained in the by-laws of the Company, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Company may be or shall be signed.

52. General Borrowing

The directors may from time to time:

- a) Borrow money upon the credit of the Company in such amounts and upon such terms as may be deemed necessary;
- b) limit or increase the amount to be borrowed;
- c) hypothecate, mortgage, charge or pledge any or all of the real or personal property or both, including book debts and unpaid calls, rights, powers, undertakings, and franchise of the Company to secure any such bonds, debenture stock or other securities or any money borrowed or any other liability of the Company.

The directors may from time to time authorize any director of directors, or officer of officers, of the Company to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to securities to be given therefore, 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 Company as the directors of the Company may authorize and generally to manage, transact and settle the borrowing of money by the Company.

Nothing in the by-law contained shall limit or restrict the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Company.

COMMITTEES

53. Nominating Committee

At least thirty (30) days prior to the annual meeting of the members of the Company, the president shall appoint a nominating committee of at least three (3) members who may, but need not, be officers or directors of the Company and whose duty it will be to nominate candidates, whose consent to stand for election has been obtained, for officers and directors to be elected at the annual meeting of the members of the Company. However, no other nomination at the annual meeting of the members of the Company shall be refused.

54. Other Committees

Such other Committees may be established by the board of directors as may be deemed necessary at any time.

55. Quorum of Committee

The quorum of any committee shall be one-third (1/3) of the total membership thereof provided that where the total membership is five (5) or less a quorum shall not be less than two (2) members.

56. Fiscal Year

Unless otherwise ordered by the board, the fiscal year of the Company shall end on the last day of April in each year.

57. Amendments

No amendment in the by-laws shall be made except by a vote of at least two-thirds (2/3) of the numbers of the members present at an annual meeting of the members of the company, the notice of which has specified the proposed alteration and has been given in writing in duplicate to the president at least twenty-eight (28) days prior to the date of the annual meeting.

58. Computation of time

In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specific number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

59. Waiver of Notice

Any member, director, officer or auditor may waive any notice required to be given under any provision of the letters patent or by-laws of the Company or The Act, and such waiver, whether given before or after the meeting or other event of which the notice is required to be given, shall cure any default in giving such notice.

By Law Number One as amended pursuant to Notice of Motion dated February 28, 2005, and passed at the annual meeting on May 19th, 2005