

## Schedule A

### AXEMEN LACROSSE CLUB

#### By-Laws

#### 1. DISSOLUTION

- 1.1 (March 1, 2016 Amendment – see Appendix 3) In the event of dissolution or liquidation of the Society, all assets remaining after payment of any and all liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Board.

#### 2. INTERPRETATION

- 2.1 Singular, Plural, etc. In these By-laws 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.
- a. Defined Terms. When construing the By-laws, reference shall be made to the *Societies Act* R.S.A 2000, c S-14 (“the Act”) and words and expressions used in the By-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act; and “Club” means the Axemen Lacrosse Club; “Board” means the elected board of directors of the Club and “Executive Committee” means the elected officers of the Club.
  - b. Headings. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms of provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### 3. MEMBERSHIP

- a. Member. Shall mean any person who has become eligible for admission pursuant to paragraph 2 (b) hereof; and has been accepted by the Board.
- b. Eligibility. All members of the Club must be residents within the current Axemen boundaries or be granted membership by the Board.

- i. Family. A maximum of 2 parents or guardians in a family of 1 or more registered players shall be members. If there is only 1 child/registered player in that family, the parents or guardians shall have only 1 vote between them, and shall elect 1 person to cast the vote.
  - ii. Players. Any player who is duly registered shall be a member of the Club.
  - iii. Volunteers or Coaches. Any volunteers or coaches who are granted membership by the Board shall become a member of the Club.
- c. Term. Membership in the Club shall be from year to year, or such further period as may be directed by the Board.
- d. Annual Dues and Membership Cards. The Board may set reasonable annual dues to be paid by each member and may provide for membership cards to be issued. The Secretary shall notify the members of the dues at any time payable by them, and if any are not paid within thirty days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Club, but any such members may on payment of all unpaid dues be reinstated by unanimous vote of the Board.
- e. Registration Fees. The Board may set reasonable annual fees to be paid on behalf of each player. The Secretary shall notify the members of the fees at any time payable by them, and if they are not paid within 15 days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Club, but any such members may on payment of all unpaid fees be reinstated by unanimous vote of the Board.
- f. Privileges. Any member as defined in 2a. and in good standing and over the age of 18 years shall be eligible to hold office as a director. Any member in good standing and over the age of 18 years shall be entitled to nominate persons for any elective office and is entitled to one vote at any general meeting of the Club. A member shall be permitted to attend all Board meetings, but shall have no voting privileges thereat.
- g. Discipline, Suspension and Termination of Members
  - i. All matters involving the suspension and termination of members shall be reviewed and determined by the Board of Directors except matters involving the discipline of players.

- ii. All matters involving the discipline of players shall be initially determined by the applicable player's coach. An appeal of the discipline may be made to the Board of Directors by submitting a written notice to the Secretary of the board within 5 days of the disciplinary proceeding. The player shall be entitled to present all relevant evidence and to hear all evidence presented, to examine or cross-examine all witnesses and to present oral argument and written briefs. The player may be represented by an agent.
- iii. No member other than a player shall be suspended or terminated from the Club by the Board of Directors without being notified of the charge or complaint against him and without having been given an opportunity to be heard by the Board of Directors without being notified of the charge or complaint against him and without having been given an opportunity to be heard by the Board of Director at a meeting called for that purpose. The member other than a player shall be entitled to present all relevant evidence and to hear all evidence presented, to examine or cross-examine all witnesses and to present oral argument and written briefs.
- iv. Following the hearing, if the Board of Directors determines that the member's conduct was improper, unbecoming or damaging to the interest or reputation of the club or a breach of the By-laws, may suspend the member or terminate his membership.
- v. Any member who is suspended or has his membership terminated shall have the right to appeal the decision of the Board of Directors to a panel of 3 members, other than players, 1 member to be appointed by the suspended member, 1 to be appointed by the Board of Directors and the 3<sup>rd</sup> to be chosen by the first 2. The determination of the panel shall be final and binding on the parties.
- vi. If the decision of the Board of Directors is upheld by the panel, the member may appeal directly to the membership at the next general meeting following the decision, provided notice of such appeal shall be given in writing to the Secretary at least 1 week prior to such meeting.
- h. Resignation. Any member who intends to retire from the Club may do so at any time upon giving the Secretary 10 days' notice in writing of such intention and discharging any lawful liability, standing upon the books of the club against him at the time of such notice, such as but not limited to tournament fees, return of club equipment, fines, dues and fees.

#### 4. BOARD OF DIRECTORS

- a. Powers. The affairs of the Club shall be managed by the Board of Directors. The Board shall manage according to the policies and procedures of the Club. This includes all actions that may be done by the Club which are not expressly required to be done at a meeting of the members or otherwise.

Committees. The board may constitute such standing committees as they deem necessary or desirable and shall appoint the members thereof, including the Chairperson of each such committee. All committees shall be accountable to the Board and any recommendation or decision subject to ratification by the Board.

- b. Qualification. Any member who is over 18 years of age shall be eligible to serve as a Director.
- c. Election. The board of directors of the Club shall be elected at the annual general meeting of the Club for a term expiring at the next annual general meeting. All directors are eligible for re-election. Any vacant position shall be filled by appointment by the current Board of Directors.
- d. Number of Directors (July 7, 2011 Amendment – see Appendix 1) The number of directors on the board of directors shall not be less than 11 nor more than 25 and shall be determined within such limits a resolution of the board to be enacted prior to each annual general meeting.
- e. Vacancies. If any member of the board of directors shall resign his office, or without just cause absent himself from two consecutive directors' meetings, or is suspended or expelled from the Club, the director may declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.
- f. Suspension. Any director of the Board may be suspended by the Board from his office or have his tenure of office terminated if, in the opinion of the Board, he is grossly negligent in the performance of his duties. Any director so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting following such a decision, provided notice of such appeal, shall be given in writing to the Secretary at least one week prior to such meeting.
- g. Meetings of Directors. The Board of Directors shall convene at least once<sup>4</sup> per month for a minimum of 9 meetings during the period between the date of the last election of directors and officers and the next proposed annual general meeting of members. A meeting of the directors may be convened by the President, or upon the written request of any 2 directors given to the secretary. Notice of any such meeting shall be communicated to each director



not less than 2 days (exclusive of the day on which the notice is communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided that meetings of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

- h. **Quorum.** Sixty Percentage (60%) of the Directors shall form a quorum for the transaction of business.
- i. **Voting.** Questions arising at the meeting of directors shall be decided by a majority of votes of those directors present except the President. In case of an equality of votes the President or Chairman shall have the deciding vote. All votes at any such meeting shall be taken by a show of hands unless a ballot is demanded by any director present. A declaration by the President or Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of or against such resolution. In the absence of the President his duties may be performed by a Vice-President or such other director as the Board may from time to time appoint for the purpose.
- j. **Resolution in Writing.** A resolution in writing signed by all the directors or approved via e-mail by Directors shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.
- k. **Remuneration.** The members of the board of directors shall receive no remuneration for acting as such but shall be entitled to reimbursement for such reasonable out-of-pocket expenses as may be approved by the Board.
- l. **Liability of Directors.** Every director of the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Club and his heirs, executors and administrators and estate and effects respectively shall be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceedings 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 or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.
- m. **Errors in Notice.** No error or omission in giving such notice for any meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any directors may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## 5. EXECUTIVE COMMITTEE

- a. Election and Appointment. The elected executive committee members of the Club shall consist of 5 officers, elected both as a director and to hold one of the following offices: President, two Vice-Presidents, Secretary and Treasurer. Other officers may be appointed from time to time by the Board as the Board deems advisable.
- b. Terms of Office. (July 21, 2012 Amendment – see Appendix 2)The term of office of all elected or appointed executive committee members shall be concurrent with their terms as directors with the President’s tenure not to exceed 4 years.
- c. Eligibility. (March 1, 2016 Amendment – see Appendix 3) Nominees for the office of both President, Vice President of Programs and Vice President of Operations shall have been a member of the Club for at least two years and, in addition, the nominee for the office of the President shall have been a director of the Club for at least two years prior to nomination.
- d. The President. (July 21, 2012 Amendment – see Appendix 2)The President shall be the chief executive officer of the Club for a minimum of 2 years. He shall be responsible for the coordination of the efforts of the Club. He shall preside at all meetings of the board and at all general meetings of the Club, or shall delegate the Chairmanship to one of the Vice Presidents. In their absence any member of the Board who is chosen by the Board for the occasion shall preside. The President shall act as ex officio member of all committees and shall have the right to vote in such committees. The President shall submit a report of the year’s activities on behalf of the Board at the annual general meeting.
- e. The Vice-Presidents. The Vice-Presidents shall be responsible for the routine duties which would otherwise be the responsibility of the President. The Vice-Presidents shall in order of precedence of their election, in the absence of the president, assume the President’s responsibilities and duties.
- f. The Secretary. The Secretary shall enter the minutes of the Board and general meetings in the books kept for that purpose. The Secretary shall retain possession of the books and records of the Club and the said books and records shall be open to inspection by any member in good standing at general meetings and at any reasonable time upon written request by such member. The Secretary shall give all notices required to be given to members and to directors.
- g. The Treasurer. (July 21, 2012 Amendment – see Appendix 2)The Treasurer’s position is a minimum of 2 years. The Treasurer shall receive all monies of the Club and deposit or cause to be deposited the same in the name of the club in a chartered bank selected by the Board. The Treasurer shall have charge of all funds and keep regular accounts of the revenues and expenditures of the Club. The Treasurer shall render to the Board at regular meetings

thereof or whenever required of him by resolution of the Board, a statement of all his transactions as Treasurer, and of the financial position of the club.

- h. Powers and Responsibility. The Executive Committee shall supervise and control the affairs of the Club between meetings of the Board pursuant to the guidelines established by the Board and shall deal with emergency matters when it is impractical or impossible to call a meeting of the Board for such purposes. The Executive Committee shall prepare the agenda for the Board meetings and have the necessary information presented to the Board on matters brought before it. It may divide the responsibility of the club and its activities and its committees into fairly equal parts, each part becoming the responsibility of one of the directors. The Executive Committee shall be accountable to the Board and their recommendations shall be ratified by the Board prior to being enacted.
- i. Meetings. The Executive Committee shall determine the procedure for calling and holding its meetings. A quorum shall consist of three executive committee members.
- j. Vacancies. If any member of the Executive Committee shall resign his office, or without just cause absent himself from 2 consecutive Executive committee meetings, or is suspended or expelled from the Club, the directors may declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.
- k. Suspension. Any member of the Executive Committee may be suspended by the Board from his office or have his tenure of office terminated if, in the opinion of the Board, he is grossly negligent to the performance of his duties. Any member of the Executive Committee so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting following such a decision, provided notice of such appeal, shall be given in writing to the Secretary at least one week prior to such meeting.

## 6. GENERAL MEETINGS OF THE MEMBERS

- a. Frequency. (March 1, 2016 Amendment – see Appendix 3) Annual General business meetings shall be held at least once a year at the call of the Secretary as directed by the Board of such Annual General business meeting to occur no later than November 30 of every year. Other general meetings shall be called by the Secretary as directed by the Board or upon written request of at least ten members duly submitted to the Board.
- b. Notice. The date and time of any general meeting shall be provided by telephone, electronic communication, or general mail at least 14 days in advance of the meeting.

c. The Order of Business. The order of business at any Annual General Meeting shall be as follows:

- i. Minutes of the last general meeting and business arising therefrom
- ii. Agenda approval
- iii. Executive Committee report
- iv. Financial report
- v. Board of directors' report (oral and brief)
- vi. Election of the Board of Directors
- vii. Appointment of financial auditors
- viii. New business
- ix. Adjournment

d. Quorum. 4% of membership who have a vote shall constitute a quorum at any meeting. (November 7, 2007 Amendment) When a quorum is not available at the Annual General Meeting, quorum is considered to be those present after 15 minutes from the scheduled start time.

e. Voting. Every voting member as defined in 2a in good standing over the age of 18 years shall be entitled to one vote and a majority of the votes cast shall determine all matters except where a special resolution is required. Every motion shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any member. In the case of an equality of votes the President shall have a second and deciding vote.

## 7. ELECTIONS AT THE ANNUAL GENERAL MEETING

a. Reading of Election Procedure. The President shall summarize the election procedure to all members present at the Annual General Meeting, or at any subsequent meeting in which the voting for directors takes place.

b. Nominating Committee. A nominating committee appointed by the Board and consisting of three members, one of which shall be Chairman of the nominating committee, shall nominate a full slate of candidates for the offices of President, two Vice-Presidents, Secretary, Treasurer and 6 – 10 additional directors.

c. Notice of Annual General Meeting. At least 14 days' notice shall be given to all members of the annual general meeting at which the election is to occur. This notice shall include the full list of nominees who, as present members of the Board, are seeking re-election.

d. Nominations. Further nominations may be made by any member in writing to the nominating committee following notice of the election and preceding election or at the election meeting.



- e. Presentations. An opportunity shall be given for each candidate to have his platform presented prior to the election meeting. At the election meeting each candidate shall be introduced by his name only.
- f. Scrutineers. Two scrutineers shall be appointed by the Board. The scrutineers shall arrange to have the names drawn by category for the order of voting on each position. If a secret ballot is demanded, they shall count all ballots and report those elected. They shall not disclose the numerical results of such ballot to anyone except the Chairman of the nominating committee, who in turn shall only produce these numerical results if a motion is requested and passed by the members instructing him to do so.
- g. Time of Elections. The election shall take place at some convenient time at the Annual General Meeting which shall also be known as the election meeting. In the event that the election does not take place, such election shall be held at the next possible general meeting and the officers and directors of the Board shall remain in office until such elections are completed.
- h. Proxy. No proxy votes shall be allowed.
- i. Election. The voting shall be by show of hands unless a secret ballot is demanded by a voting member. In the event that a secret ballot is demanded, each member shall be provided with a separate ballot for the following offices: the president, the two Vice-Presidents, the Secretary, the Treasurer, and six to ten additional directors. In the case of only one candidate for each office on a ballot, the Secretary shall cast a single ballot. All ballots shall be marked with an "X" indicating choices. The election of the President shall take precedence. Should any unsuccessful presidential candidate wish to let his name stand for any other office, he may verbally announce his intentions and cause his name to be added for the next following position. So, in turn, may each other unsuccessful candidate proceed in the subsequent voting.
- j. Order of Voting. The order of voting shall be: firstly, the President; secondly, one of the Vice-Presidents; thirdly, the second of the Vice-Presidents; fourthly, the Secretary; fifthly, the Treasurer; finally, the six to ten additional directors. The candidate or candidates receiving the most votes shall be declared elected. In the case of a tie for first place, the candidate with the lowest number of votes shall be eliminated and the balloting continued until a decision is reached. In the case of a tie between only two candidates, or in the case of a tie for the last vacancy on the ballot, a separate vote shall be conducted on such offices that are so tied. If the tie persists after this second balloting, the Chairman of the nomination committee shall cast the deciding vote.

- k. Adjournment. Any meetings of the Club or of the Board may be adjourned to any time when such business may be transacted. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- l. Ballots. All ballots used in any election shall be destroyed 30 days after the final tabulation of the results.

#### 8. AUDITORS

- a. Appointment. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting. A completed and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting. If an appointment of auditors is not made at an Annual General Meeting, or the Annual General Meeting is not held, the directors may appoint an auditor of the Club for the current fiscal year, and fix the remuneration to be paid to him by the Club for rendered services.
- b. Annual Financial Statements. The annual financial statements of the Association shall be reported on by the auditors and presented at the Annual General Meeting of the Club.

#### 9. SPECIAL MEETINGS

- a. When a special meeting is required, 1 week notice shall be given to members. Notice shall be served either through a notice given to each member by electronic communication, general mail out, or telephone. It should be used in crisis situations which may arise such as serious discipline cases or financial problems which should be dealt with by special resolution.

#### 10. BORROWING

- a. General. Subject to Section 9(b) below, the Board may from time to time borrow money and charge, mortgage or pledge, any or all of the real or personal property of the Club to secure any liability of the Club. From time to time the Board may by resolution authorize any two directors for two officers for the Club to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, and generally to manage, transact and settle the borrowing of money by the Club.
- b. Debentures. The Club shall not issue debentures without the sanction of a special resolution.

## 11. SIGNING AUTHORITY AND SEAL

- a. Signing. All deeds, documents, signing authority on all bank accounts and contract required to be signed by the Club shall be signed by the President and either the Secretary or Treasurer or in the President's absence, one of the Vice-Presidents and either the Secretary or Treasurer. Notwithstanding any provision to the contrary contained herein, the Board may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or application of the Club may or shall be executed.
- b. Seal. The seal of the Club shall be under the care and custody of the Secretary and may be affixed to all documents requiring same by the Secretary or as may be directed by the Board.

## 12. AMENDMENT OF BY-LAWS

- a. Restriction. The By-laws of the Club shall not be amended, altered, rescinded or added to except by a special resolution of the members.
- b. Special Resolution. (July 21, 2012 Amendment – see Appendix 2) Special Resolution is defined in section 1(d) of the *Societies Act*, R.S.A. 2000, c. S-14, as amended, to mean a resolution passed by the vote of not less than 75% of those members entitled to vote as are present in person, of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.

## 13. GENERAL PROVISIONS

- a. Notice. Whenever under the provision of these bylaws of the Club, notices are required to be given, such notice may be given either personally, by mail or electronic communication, addressed to the director, officer, or member at their address as it appears on the books of the Club. For the purpose of sending any notice to the address of any member, director or officer, the address shall be the last address recorded on the books of the club.
- b. Error or Omission in Notice. No error or omission in giving notice of any annual general meeting, general meeting, or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice on any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

- c. These by-laws and any policies and procedures adopted by the Club from time to time shall be made available to members upon written request.

ENACTED by special resolution of the members on October 19, 2004.

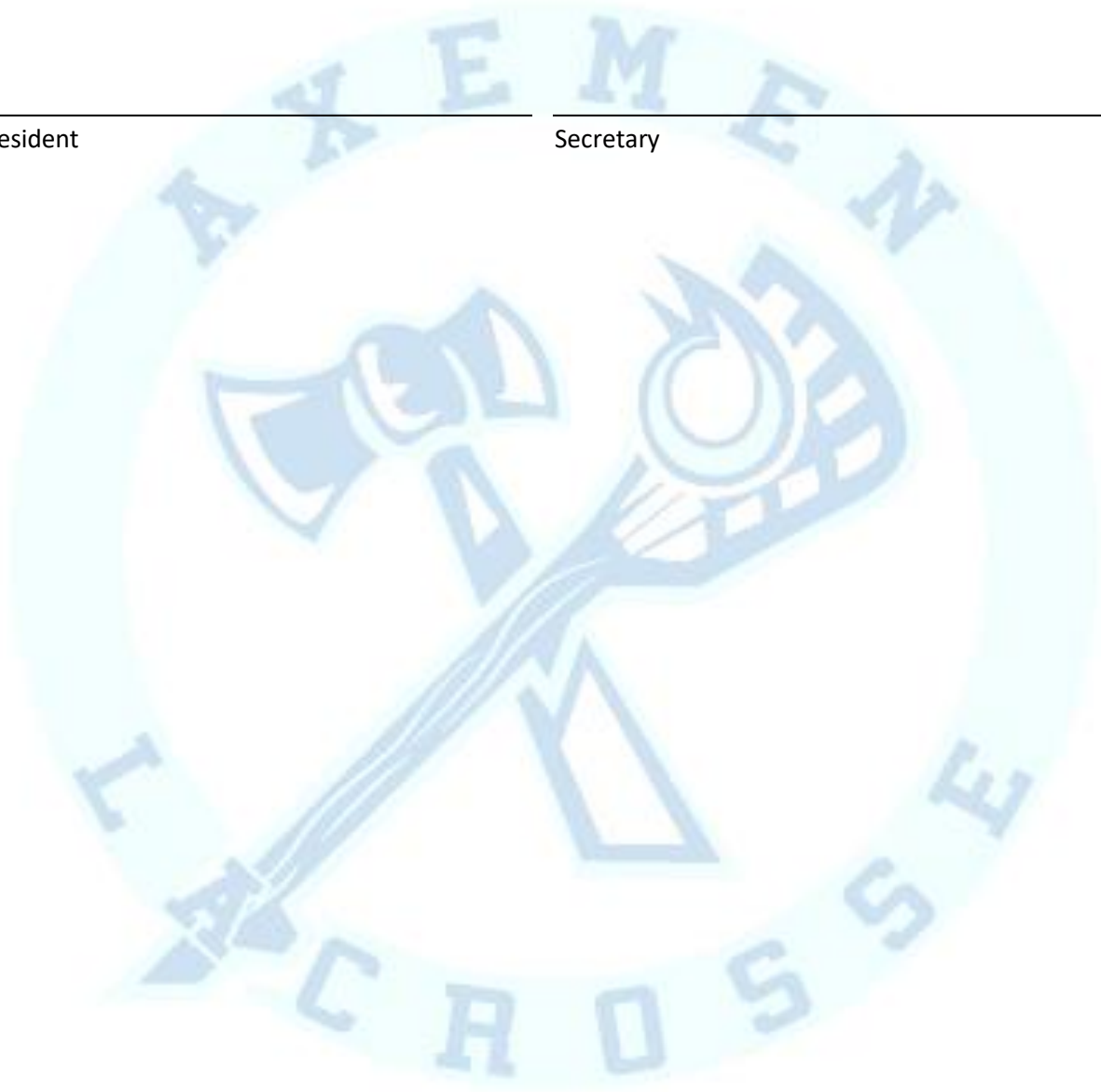
We, the undersigned, hereby declare that we desire to form a society under the *Societies Act*, R.S.A. 2000, c. S-14, as amended.

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President

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Secretary



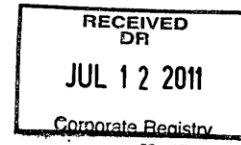
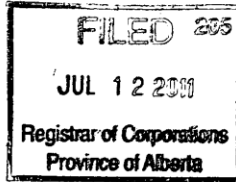


APPENDIX ONE (1)

C03101354 0075



Thursday July 7, 2011



I hereby certify that the following special resolution was passed at a meeting of the members of **THE AXEMEN LACROSSE CLUB** on Wednesday November 3<sup>rd</sup> 2010.

The bylaws were as follows:

3.(d) Number of Directors. The number of directors on the board of directors shall not be less than 11 nor more than 15 and shall be determined within such limits a resolution of the board to be enacted prior to each annual general meeting.

The bylaw will change to read:

3.(d) Number of Directors. The number of directors on the board of directors shall not be less than 11 nor more than 25 and shall be determined within such limits a resolution of the board to be enacted prior to each annual general meeting.

Date: *July 7, 2011*

Signature: *H. Bullen*



Printed Name: *Heather Bullen*

Title: *Secretary of Axemen Lacrosse*  
*403-890-6345*

APPENDIX TWO (2)

Calgary Axemen Lacrosse Club  
Box 607, 440 - 10816 Macleod Trail SE  
Calgary, AB  
T2J 5N8

Corporate Access#504893967

July 21, 2012

I hereby certify that the following bylaw changes were approved at the annual general meeting of the Axemen Lacrosse Club on October 26, 2011.

The bylaws will change to read:

4. (b) Terms of Office. The term of office of all elected or appointed executive committee members shall be concurrent with their terms as directors with the President's tenure not to exceed 4 years.

4. (d) The President. The President shall be the chief executive officer of the Club for a minimum of 2 years. He shall be responsible for the coordination of the efforts of the Club. He shall preside at all meetings of the board and at all general meetings of the Club, or shall delegate the Chairmanship to one of the Vice Presidents. In their absence any member of the Board who is chosen by the Board for the occasion shall preside. The President shall act as ex officio member of all committees and shall have the right to vote in such committees. The President shall submit a report of the year's activities on behalf of the Board at the annual general meeting.

4. (g) The Treasurer. The Treasurers position is a minimum of 2 years. The Treasurer shall receive all monies of the Club and deposit or cause to be deposited the same in the name of the club in a chartered bank selected by the Board. The Treasurer shall have charge of all funds and keep regular accounts of the revenues and expenditures of the Club. The Treasurer shall render to the Board at regular meetings thereof or whenever required of him by resolution of the Board, a statement of all his transactions as Treasurer, and of the financial position of the Club.

11 (b) Special Resolution. Special Resolution is defined in section 1(d) of the Societies Act, R.S.A. 2000, c. S-14, as amended, to mean a resolution passed by the vote of not less than 75% of those members entitled to vote as are present in person, of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given.

Date: July 21, 2011

Dale Bartolome  
Secretary of the Axemen Lacrosse Club  
dale@hometoday.ca 403 681 1183

Signature: 



### APPENDIX THREE (3)

Calgary Axemen Lacrosse Club  
Box 607, 440 – 10816 Macleod Trail SE  
Calgary AB, T2J 5N8

Corporate Access #50489367

March 31, 2016

I hereby certify that the following bylaw changes were approved at a special meeting of the Axemen Lacrosse Club on February 21, 2016.

The bylaws will change to read:

- 1.1 Dissolution. In the event of dissolution or liquidation of the Society, all assets remaining after payment of any and all liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Board.
5. (c) Nominees for the office of both President, VP Programs and VP Operations shall have been a member of the Club for at least 2 years and, in addition, the nominee for the office of the President shall have been a director of the Club for at least 2 years prior to the nomination.
6. (a) Frequency. Annual General Business meetings shall be held at least once a year at the call of the Secretary as directed by the Board. Such Annual General business meeting to occur no later than November 30 of every year. Other general meetings shall be called by the Secretary as directed by the Board or upon written request of at least ten members duly submitted to the Board.

Date: March 31, 2016

Tracy Pocherewny  
Executive Director of the Axemen Lacrosse Club  
[executivedirector@axemenlacrosse.com](mailto:executivedirector@axemenlacrosse.com) / 403-278-2334

Signature  \_\_\_\_\_