



CARSCALLEN LLP

March 12, 2018

David L. Sevalrud

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File No. 27757.001

Chantel Timmons
Box 734
Bow Island, AB T0K 0G0

Dear Chantel:

Re: Bylaw Amendments for Bow Island Minor Hockey Association

Enclosed are the amended bylaws for the Bow Island Minor Hockey Association as requested. This copy has the original stamp from the Corporate Registry and should be kept on the minute book for the Association. As of the date of the stamp, the Association bylaws are the new bylaws.

Also enclosed is a statement of account for our Corporate Paralegal's time and disbursements incurred with respect to the name change.

Please let us know if you have questions.

Yours truly,

CARSCALLEN LLP

David L. Sevalrud

/rb
Enclosures

CORPORATE ACCESS NUMBER: 502129646

**Government
of Alberta ■**

SOCIETIES ACT

**CERTIFICATE
OF
AMENDMENT**

**BOW ISLAND MINOR SPORTS ASSOCIATION
CHANGED ITS NAME TO BOW ISLAND MINOR HOCKEY ASSOCIATION. THE NEW
NAME WAS REGISTERED ON 2017/10/20.**



CHANGE NAME - SOCIETY - Registration Statement

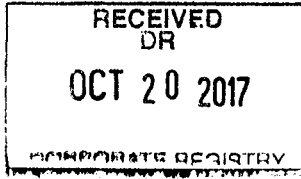
Alberta Amendment Date: 2017/10/20

Service Request Number: 28445657
Corporate Access Number: 502129646
Previous Legal Entity Name: BOW ISLAND MINOR SPORTS ASSOCIATION
New Legal Entity Name: BOW ISLAND MINOR HOCKEY ASSOCIATION
Legal Entity Status: Active

Annual Return

File Year	Date Filed
2017	2017/06/08
2016	2016/04/04
2015	2015/03/09

Registration Authorized By: CHANTEL TIMMONS
PRESIDENT



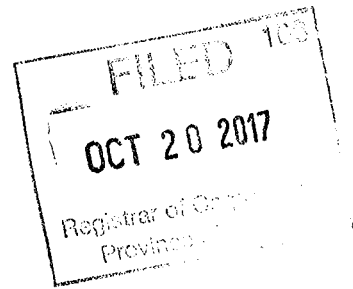
1. Name of Corporation

2. Corporate Access Number

BOW ISLAND MINOR SPORTS ASSOCIATION	502129646
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3. Item Number 1 of the Articles of the above named corporation are amended in accordance with Section 173(1)(a) of the Business Corporations Act.

The name is changed to BOW ISLAND MINOR HOCKEY ASSOCIATION



[Signature]
Authorized Signature
(applicable for societies only)

Chantel Timmons 10/06/17
Name of Person Authorizing Date
(please print)

Identification
(not applicable for societies)

President
Title *(please print)*

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2017/10/20

The Bylaws are filed as of 2017/10/20

Service Request Number: 28446088

Corporate Access Number: 502129646

Legal Entity Name: BOW ISLAND MINOR HOCKEY ASSOCIATION

Legal Entity Status: Active

Annual Return

File Year	Date Filed
2017	2017/06/08
2016	2016/04/04
2015	2015/03/09

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000999000011684	1999/05/26
Annual Return Form	10000699000011685	1999/05/26
Annual Return Form	100007990000600693	2000/03/27
Annual Return Form	10000801000069810	2001/03/09
Annual Return Form	10000603000015742	2003/05/15
Audited Financial Statement	10000403000015743	2003/05/15
Annual Return Form	10000203000015744	2003/05/15
Audited Financial Statement	10000903000015745	2003/05/15
Annual Return Form	100003030000673429	2004/03/30
Audited Financial Statement	100001030000673430	2004/03/30
Audited Financial Statement	10000407104212628	2008/05/23
Audited Financial Statement	10000907104212616	2008/05/23
Annual Return Form	10000507104212604	2008/05/23
Annual Return Form	10000207104212610	2008/05/23
Annual Return Form	10000807104212607	2008/05/23
Articles of Revival	10000107104212601	2008/05/23
Annual Return Form	10000607104212613	2008/05/23
Audited Financial Statement	10000707104212622	2008/05/23
Audited Financial Statement	10000307104212619	2008/05/23

Annual Return Form	10000607108892136	2010/09/29
Audited Financial Statement	10000307108892147	2010/09/29
Annual Return Form	10000007108892144	2010/09/29
Audited Financial Statement	10000607108892141	2010/09/29
Bylaws & Special Resolution	10000707110290996	2011/05/31
Audited Financial Statement	10000707113249862	2012/10/01
Audited Financial Statement	10000407113249868	2012/10/01
Annual Return Form	10000907113249861	2012/10/01
Annual Return Form	10000007113249865	2012/10/01
Annual Return Form	10000507116100726	2013/06/28
Audited Financial Statement	10000407116100722	2013/06/28
Notice of Address	10000407117941685	2014/06/30
Annual Return Form	10000707119202373	2014/08/11
Audited Financial Statement	10000207119202399	2014/08/11
Annual Return Form	10000307124443001	2015/03/09
Audited Financial Statement	10000107124443002	2015/03/09
Annual Return Form	10000507123624577	2016/04/04
Audited Financial Statement	10000307123624578	2016/04/04
Annual Return Form	10000207128545557	2017/06/08
Audited Financial Statement	10000007128545558	2017/06/08
Articles of Amendment	10000507128664153	2017/10/20
Bylaws & Special Resolution	10000607128663855	2017/10/20
Nuans	10000907128664146	2017/10/20

Registration Authorized By: CHANTEL TIMMONS
PRESIDENT

RECEIVED
OR
OCT 20 2017
CORPORATE REGISTRY

CERTIFIED COPY
OF SPECIAL RESOLUTIONS OF MEMBERS OF
BOW ISLAND MINOR SPORTS ASSOCIATION
(the "Society")

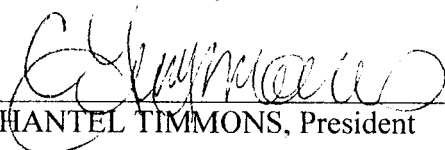
I, CHANTEL TIMMONS, President of the Society, hereby certify for and on behalf of the Society as an officer of the Corporation and not in my personal capacity, that the following special resolution is a true and correct copy of a resolution of the members of the Society, passed at a duly called meeting of the members on October 5, 2017:

"The members of the Society resolve by special resolution that existing by-laws of the Society be amended and replaced in their entirety with the form of by-laws circulated with the notice of the meeting of members."

AND I further certify that the copy of the bylaws attached to this Certificate are a true copy of the bylaws approved by special resolution of the members of the Society at the said meeting of members.

This Certificate executed by the undersigned at Bow Island, Alberta on the 6th day of October, 2017.

FILED 106
OCT 20 2017
Register of Companies
Alberta



CHANTEL TIMMONS, President
10/06/17

“The members of the Society resolve by special resolution to change the name of the Society from Bow Island Minor Sports Association to Bow Island Minor Hockey Association.”

Moved by Everett Timmons

Seconded by Steve Nelson

VOTE 100 %

In favour 12 Opposed 0 Abstained 0

“The members of the Society resolve by special resolution that the existing by-laws of the Society be amended and replaced in their entirety with the by-laws circulated to the members with notice of the meeting of members.”

Moved by Bill Veilleux

Seconded by Steve Nelson

VOTE 100 %

In favour 12 Opposed 0 Abstained 0

**BYLAWS
OF
BOW ISLAND MINOR HOCKEY ASSOCIATION**

**ARTICLE 1
NAME AND AFFILIATION**

1.1 Name

The name of the Society is Bow Island Minor Hockey Association.

1.2 Affiliation

The Society will be a member of Hockey Alberta and will comply with all rules, regulations and policies of Hockey Alberta and Hockey Canada.

**ARTICLE 2
INTERPRETATION**

2.1 Definitions

In this bylaw the following capitalized words have the following meanings and other words left undefined, as applicable, have the meanings defined by the Act:

- (a) "**Act**" means the *Societies Act*, RSA 2000, c. S-14 and the regulations under the Act from time to time;
- (b) "**Annual General Meeting**" will mean the meeting of members described in Section 4.1;
- (c) "**Board**" means the board of directors of BIMH from time to time;
- (d) "**BIMH**" means Bow Island Minor Hockey Association;
- (e) "**Bylaws**" means the bylaws of BIMH as amended from time to time;
- (f) "**Director**" means a director of the Board;
- (g) "**Hockey Alberta**" means the Alberta Amateur Hockey Association;
- (h) "**Hockey Canada**" means the national governing body for organized amateur hockey in Canada;
- (i) "**Member**" means a person who is a member in good standing of BIMH;
- (j) "**Officer**" has the meaning defined by Section 5.2;
- (k) "**Record Date**" has the meaning defined by Section 4.4(a);
- (l) "**Society**" means the Bow Island Minor Sports Association;
- (m) "**Special Meeting**" means a meeting of the Members other than an Annual General Meeting;
- (n) "**Special Resolution**" means

- (i) a resolution passed
 - (A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

2.2 Notice

Whenever a period of notice is required under these Bylaws, the day on which notice is given will not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates will be counted as part of the notice period.

ARTICLE 3 MEMBERSHIP

3.1 Membership

- (a) Individual parents or legal guardians who:
 - (i) have children who reside within the boundaries of BIMH, as determined by Hockey Alberta, or are otherwise eligible to register and play hockey within such boundaries;
 - ((ii) have received the discretionary approval of the Board to become a Member of BIMH;
 - (iii) have paid all membership fees, dues and other charges set from time to time by the Board; and
 - (iv) have complied with all of the other rules and regulations applicable to BIMH or which have been adopted or approved by the Board from time to time;will be eligible to be Members of BIMH.
- (b) Membership in BIMH will expire following the completion of the Annual General Meeting each year.

3.2 Address of Members

- (a) The Board will maintain a register of current Members in good standing together with an address for notice for each Member.
- (b) Each Member will provide the Board with a mailing address for notices, and, if available and if requested by the Board, also a telephone number, a fax number or e-mail address, in each case if any. If fax numbers or e-mail addresses are available and provided to the Board, then they may be used for the purposes of giving any notice required to be given to Members pursuant to these Bylaws. Each Member will be responsible for informing the Board of any change of address that occurs while a Member is in good standing.

3.3 Membership Fees

The Board will establish the membership fees, dues, and other charges, in each case if any, to be paid by Members and the terms for paying such fees, dues, and other charges from time to time.

3.4 Withdrawal

Members may resign or withdraw from membership by written notice to the Board. The effective date of resignation or withdrawal will be the date on which the Board receives the notice or the date specified in the notice, whichever is later.

3.5 Expulsion or Suspension

The Board may, by a three quarters majority vote at a duly called meeting of the Board, expel or suspend, with or without conditions, any Member from membership if:

- (a) the conduct of the Member is determined by the Board, in its sole discretion, to be improper, unbecoming of, or contrary to the interests or reputation of BIMH; or,
- (b) the Member materially breaches the Bylaws or any policy, rule, or regulation of BIMH in effect from time to time.

3.7 Voting Rights of Members

A Member will have one vote. A Member will be entitled to vote in person or through one delegate or representative that has been authorized by written proxy to vote on behalf of such Member. Voting rights may only be exercised by a properly authorized individual who attends and votes at a duly called Members' meeting.

ARTICLE 4 MEMBER MEETINGS

4.1 Annual General Meeting and Special Meetings

The Members of BIMH will meet at least once every fiscal year at the Annual General Meeting for the purposes of:

- (a) electing the Directors of BIMH;

- (b) presenting the financial statements and the auditors' report to the Members;
- (c) appointing the Auditor for the next succeeding fiscal period;
- (d) presenting the report of the Board to the Members; and,
- (e) any other matters that properly come before the meeting.

4.2 Calling Members Meetings

- (a) The President will call the Annual General Meeting and any Special Meetings on the direction of the Board by giving notice of the meeting, directly or via the Secretary, to the Members, the members of the Board and the Auditor. If the President fails to call a required meeting, then the Board will call the meeting.
- (b) A Special Meeting may be requisitioned at any time by the written request of any 20 Members, addressed to the members of the Board and to BIMH. Within ten (10) days of receiving such request, the Board will call the Special Meeting. A written requisition to hold a meeting will contain a description of the business to be conducted at such meeting. If the Board does not call a properly requisitioned meeting as required, then any Member who signed the requisition may call the meeting.
- (c) The Annual General Meeting will be held within six (6) months of the preceding fiscal year end of BIMH.

4.3 Notice of Members Meetings

All Annual General Meetings and Special Meetings will require at least twenty-one (21) days' and not more than fifty (50) days' prior notice of the meeting to the Members entitled to vote at the meeting. Such notice will specify the date, time, and place of the meeting and contain sufficient information for the Members to make an informed decision with respect to any proposed resolutions. For the purposes of giving notice to a Member, the last information on the books and records of BIMH as of the Record Date will be the address to which notice will be sufficiently sent. If notice is sent by mail, fax, or e-mail, it will be considered given on the day it was sent.

4.4 Record Date

- (a) The Directors may fix in advance a date as the record date for notice of a meeting of Members ("Record Date"), but such date shall not precede the meeting in question by more than fifty (50) days or by fewer than fourteen (14) days.
- (b) If no Record Date for a particular meeting is fixed by the Directors, then the Record Date for such meeting of Members will be:
 - (i) 5:00 PM on the last business day preceding the day on which the notice is sent; or,
 - (ii) if no notice is sent, the day on which the meeting is held.

- (c) For greater certainty, only those Members who are Members in good standing as of the Record Date of a meeting of Members are entitled to attend and participate as Members at such a meeting.

4.5 Waiver of Notice for Members Meetings

Waiver of notice of an Annual General Meeting or a Special Meeting may be given in writing to the President or in any other reasonable manner before or after the meeting. Attendance at a meeting will be considered to be a waiver of notice unless attendance is for the sole express purpose of objecting to the validity of the meeting.

4.6 Errors in Notice of Members Meetings

No error or omission in giving notice of any Annual General Meeting or Special Meeting or any adjournment thereof will invalidate such meeting or make void any proceedings or decisions made by the Members at such meeting unless such error or omission was caused by the wilful or grossly negligent conduct of the President, the Board, or the Member who prepared the notice.

4.7 Decisions of Members

All decisions of the Members will be made by resolution passed by a majority of votes cast at a meeting of Members or, if a Special Resolution is required, by at least three quarters majority of the votes cast at a meeting of Members. Voting will be by a show of hands unless in the circumstances the chair of the meeting determines that it is appropriate to use secret ballots or if any of the Members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot. The chair, if a member, will not cast a vote unless there is a tie in which case the chair may cast a tie breaking vote.

4.8 Quorum for Member's Meetings

- (a) A quorum for all Annual General Meetings and Special General Meetings will be 15% of the Members in good standing.
- (b) If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, the meeting may continue as if a quorum were still present.
- (c) If a quorum is not present at the start of a meeting the chair of the meeting may adjourn the meeting to a time and place announced at the meeting. A reasonable effort will be made to notify those Members who were not present of the time and place of the adjourned meeting, however, the provisions of Section 4.3 do not apply and the time and place for the reconvened meeting will be at the discretion of the chair of the meeting. If a quorum is not present at the start of the reconvened meeting, the meeting may proceed as if a quorum were then present.

4.9 Participation in Meetings

- (a) Except for matters of business properly brought before the meeting by the Board, only those persons entitled to vote at meetings of the Members will be permitted to make motions, speak to motions, or second motions from the floor.

- (b) With the consent of a Member who is not physically present at a meeting of the Members, such Member may participate in the meeting by telephone or other communication device that permits all persons participating in the meeting to hear each other.

4.10 Chairman of Member's Meetings

The President will act as chair of all meetings of the Members, and in the absence of the President, the Vice-President, and in the absence of both the President and the Vice-President, then any other member of the Board, may sit as chair with the consent of the majority of the Members present and entitled to vote.

ARTICLE 5 THE BOARD

5.1 Authority

- (a) The Board will manage the business and affairs of BIMH subject to the Bylaws and the Act.
- (b) The Board may delegate authority from time to time except its authority to:
 - (i) expel or indefinitely suspend a Director or a Member; or
 - (ii) fill a vacancy on the Board.

5.2 Number

The Board will consist of at least nine (9) and not more than eleven (11) Directors and the Members may determine a maximum number of the Directors comprising the Board within that range if they wish to do so. Among the said number of Directors to be elected, a President, a Vice-President, a Secretary, a Treasurer and a Registrar will be specifically elected Directors and will be known as the Officers of BIMH.

5.3 Term of Office

- (a) Subject to the provisions of this Section 5.3, a Director will be elected for a term of two years commencing at the conclusion of the Annual General Meeting or Special Meeting at which such Director is elected, and expiring at the conclusion of the second succeeding Annual General Meeting or Special Meeting at which directors are elected.
- (b) With the consent of the Board for such reasons as it may determine, a Director may be allowed to stand for re-election and to serve on the Board if re-elected for more than four (4) consecutive terms, but in the ordinary course four (4) consecutive terms will be the longest permissible continuous period of service on the Board for any Director. However, after ceasing to be a Director for one complete term, a Member may again stand for election as a Director and, if again elected, thereafter seek re-election and may then serve another four (4) consecutive terms.
- (c) If not otherwise elected at an intervening Special Meeting called for that purpose, all Directors must be elected with at least the frequency required by the requirements pertaining to the calling of Annual General Meetings.

- (d) Directors will be elected to serve a term of two (2) years and elections will be staggered so that approximately one half of the Directors are elected each year.

5.4 Vacancies

- (a) The Directors may fill any vacancy on the Board that results from an elected Director ceasing to hold office before the expiry of such Director's term. A Director appointed by the Board to fill a vacancy will hold office for the unexpired term of the predecessor.
- (b) If the Members fail to elect the minimum number of Directors required at an Annual General Meeting, the remaining Directors then in office will call a Special Meeting to elect at least such minimum number, and if they fail to call a Special Meeting, the Special Meeting may be called by any Member.
- © If the Members fail to elect the minimum number of Directors required at a Special Meeting for that purpose, then the Board may proceed to carry on business of the Board without the minimum number of Directors until the end of the next Annual General Meeting.

5.5 Qualifications

- (a) The following persons are disqualified from being a Director:
 - (i) anyone who is less than 18 years old;
 - (ii) anyone who
 - (A) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*,
 - (B) is a formal patient as defined in the *Mental Health Act*,
 - (C) is the subject of an order under *The Mentally Incapacitated Persons Act*, RSA 1970 c.232 appointing a committee of the person or estate, or both, or,
 - (D) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (iii) a person who is not an individual;
 - (iv) a person who is not a Member; or,
- (b) A person who is elected or appointed a Director is not a Director unless:
 - (i) the person was present at the meeting when the person was elected or appointed and did not refuse to act as a Director, or
 - (ii) if the person was not present at the meeting when the person was elected or appointed:

- (A) the person gave written consent to act as a Director before the person's election; or
 - (B) the person has acted as a Director pursuant to the election or appointment.
- (c) For the purpose of this subsection, a person who is elected or appointed to be a Director but refuses or fails to consent to or act as a Director is deemed not to have been elected or appointed a Director.

5.6 Removal of Directors

- (a) The Board may remove any Director from the Board before the expiry of such Director's term for any failure in the discharge of such Director's duties including, without limitation, compliance with the Bylaws and policies of BIMH, or for conduct that, in the sole opinion of the Board, reflects poorly on the Board or BIMH. Removal of a Director by the Directors must be approved by at least three quarters of the votes cast by Directors voting in respect of the proposed resolution at a meeting called for that purpose. Written notice of the meeting and the proposed resolution must be given to the affected Director at least fourteen (14) days before the date of the meeting. The notice will include a summary of the reasons for the proposed resolution. The Director will be given a reasonable opportunity to be heard at the proposed meeting before the Directors vote.
- (b) The Members may, by Special Resolution, remove any Director from office before the expiration of such Director's term of office and may, by a simple majority of votes cast at the same meeting, elect any person in the stead of such Director for the remainder of such removed Director's term.

5.7 Nominations

- (a) The Board will directly or via its appointment of a nominating committee prepare a list of persons nominated or standing for election to the Board to accompany the notice of the Annual General Meeting each year. If the number of candidates nominated or standing for election is equal to or less than the number of positions available, then the list will be presented as a slate and the slate will be declared elected at the meeting.
- (b) Any Member in good standing may nominate a qualified individual to stand for election as a Director. Notice of such nomination must be delivered to the attention of the President by midnight on the 30th day preceding the Annual General Meeting or Special Meeting scheduled to elect directors, as the case may be. All such nominations must be accompanied by the written consent of the nominee.

5.8 Vacation of Office

A Director will cease to hold office upon death, resignation, removal from office or ceasing to be qualified to be a director. A resignation of a Director will be effective at the later of the time a written notice of resignation has been received by the President or the time specified in the written resignation.

5.9 Validity of Acts

An act of a Director is valid notwithstanding an irregularity in election or appointment or a defect in qualification.

5.10 Remuneration of Directors

No person will be entitled to be paid any remuneration by reason solely of being a Director of BIMH. The Directors of BIMH will be entitled to be reimbursed their reasonable out of pocket expenses properly incurred in connection with the affairs of BIMH.

5.11 Conflict of Interest

- (a) A Director will disclose to the other Directors, in writing or by requesting to have it entered in the minutes of a meeting or the resolutions of the Directors, the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with BIMH if the Director:
 - (i) is a party to the contract or transaction;
 - (ii) is a director or officer or an individual acting in a similar capacity of a party to the contract or transaction; or,
 - (iii) has a direct or indirect material interest in a party to the contract or transaction.
- (b) The disclosure required by subsection 5.11(a) will be made:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in subsection (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the individual becomes so interested; or,
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of BIMH's activities, would not require approval by the Directors, a Director will immediately after becoming aware of the contract or transaction, disclose in writing to the Board, or request to have entered in the minutes of a meeting or the written resolutions of the Board, the nature and extent of such Director's interest.
- (d) A Director required to disclose under subsection 5.11(b):
 - (i) will not vote on any resolution to approve the contract or transaction unless the contract or transaction is for an indemnity or insurance to reasonably protect the Director; and,

- (ii) will not unduly attempt to influence the outcome of the vote on any resolution to approve the contract or transaction.
- (e) Even if the conditions of this Section 5.11 are not met, a Director, acting honestly and in good faith, is not accountable to BIMH for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason of the interest of the Director in the contract or transaction, if:
 - (i) the contract or transaction is approved by the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and,
 - (iii) the contract or transaction was reasonable, fair, and in the best interests of BIMH when it was approved or confirmed.

ARTICLE 6 DIRECTOR'S MEETINGS

6.1 Decisions of Directors

All decisions of the Board will be made by resolution passed by a majority of those present and voting at a meeting of the Board. In the case of a tie, the chair of the meeting will have a second or casting vote.

6.2 Written Resolution in Lieu of Directors Meeting

A written resolution of the Directors signed by all of the Directors in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Board. Furthermore, if all of the Directors have consented expressly or by their conduct to the use of email or other similar mode of communication as being acceptable for the conducting of Board business, then a Director may signify assent to a proposed resolution communicated via email by so responding from such Director's email account, and if all such messages of response taken together signify unanimous consent to such proposed resolution, then all such messages taken together will be deemed to comprise a single written resolution.

6.3 Place of Directors Meetings

Meetings of the Directors and any committees of the Board may be held at any place in the Town of Bow Island or any other place within the Hockey Alberta approved hockey boundaries for BIMH as determined from time to time by the Board.

6.4 Notice for Directors Meetings

- (a) Notice of the time and place for holding any meeting of the Directors will be sent to each Director not less than seven (7) days before the date of the meeting. Notice of the meeting may, but unless otherwise required by these Bylaws, need not state the business to be conducted at the meeting.
- (b) The accidental omission to give notice by or to any person will not invalidate any resolution passed or proceeding taken at such meeting.

- (b) The President or any three Directors may call a meeting of the Board by giving notice of the meeting as required.

6.5 Waiver of Notice for Directors Meetings

Waiver of notice for any meeting of the Directors may be given in writing to the President or in any other reasonable manner before or after the meeting. Attendance at a meeting will be considered to be a waiver of notice unless undertaken for the sole express purpose of objecting to the validity of the meeting.

6.5 Quorum for Director's Meetings

- (a) A quorum for any meeting of the Board will be a simple majority of the Directors in office at the time, and if the Board at any time comprises an even number of Directors, then a quorum will be 50% of that number.
- (b) If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, the meeting may continue as if a quorum were present.
- (c) If a quorum is not present at the start of a meeting the chair of the meeting may adjourn the meeting to a time and place announced at the meeting. A reasonable effort will be made to notify those Directors who were not present upon such adjournment of the time and place of the adjourned meeting, however Section 6.4 does not apply in this case and the time and place of the reconvened meeting will be at the discretion of the chair of the meeting. If a quorum is not present at the start of the reconvened meeting, the meeting may proceed as if a quorum were present.

6.6 Participation by Telephone or Teleconference

With the consent of a Director who is not physically present at a meeting of the Board, such Director may participate in the meeting by telephone or other communication device that permits all persons participating in the meeting to hear each other.

6.7 Chairman of Director's Meetings

The President will, when present, act as chair at all meetings of the Board. In the absence of the President, the Vice-President will act as chair in the place and stead of the President, and, in the absence of both the President and the Vice-President, a chair may be selected by a majority of those Directors present at the meeting.

ARTICLE 8 OFFICERS AND COMMITTEES OF BIMH

8.1 Removal of Officers and Vacation of Office

An Officer will cease to be an officer upon resignation, upon removal from office, or upon ceasing to be a Director.

8.2 Duties and Responsibilities of Officers

The Board will determine the authority and responsibility of each Officer from time to time. The Board, in the absence of any Officers who have been properly authorized, or the Officers who are properly authorized will, on behalf of the Board:

- (a) keep minutes of meetings of the Members and the Board;
- (b) keep a record of all Members of BIMH and their addresses, and, if available and requested by the Board, phone numbers, fax numbers and email addresses;
- (c) send all notices of meetings not otherwise sent by the President or a Member as directed or permitted by these Bylaws;
- (d) will be responsible for seeing that proper books and records of all of BIMH's accounts and transactions are maintained;
- (e) prepare for submission to the Annual General Meeting financial statements audited by a duly qualified independent accountant or accounting firm; and,
- (f) have such other duties as may from time to time be delegated by the Board.

8.3 Committees

The Board may create standing and ad hoc committees with such mandates, authorities and directions as the Board determines to be necessary or useful in the discharge of its duties and obligations.

ARTICLE 9 GENERAL

9.1 Corporate Seal

The corporate seal for BIMH will be kept by the Secretary or such other person as designated from time to time by the Board.

9.2 Fiscal Year

The fiscal year end of BIMH will be determined by resolution of the Board from time to time, subject to applicable law.

9.3 Registered Office

BIMH will have a registered office as determined by the Board from time to time.

9.4 Notice to BIMH or the Board

Notice to BIMH may be given to the registered office address for BIMH. Notice to the Board as a whole may be given to the registered office address for BIMH. Notice to the President will be given to the address of the Director who is elected or appointed President as reflected on the filings made to the Registrar of Corporations for the Province of Alberta, and also to the registered office address of BIMH. Notice to any Director will be given to the address reflected on the books and records of BIMH. Directors will be responsible for maintaining a current address for notice with the Corporation by providing written notice of any change to BIMH.

9.5 Signing Authority

Subject to a resolution of the Board that may establish different or specific signing authority generally or for a particular purpose, the President or the Vice-President or the

President and a Vice-President if there is more than one Vice-President, and one other Officer, will have authority to execute all agreements, documents and other instruments, with or without the corporate seal of BIMH, on behalf of BIMH.

9.6 Borrowing

The Board may from time to time:

- (a) borrow or raise money on the credit of BIMH;
- (b) issue, sell or pledge securities of BIMH; and,
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of BIMH including, without restriction, book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of BIMH;

provided that debentures will not be issued without the approval of a Special Resolution.

9.7 Inspection of Books and Records

The books and records of BIMH may be inspected by any Member of BIMH at any time upon giving reasonable notice and arranging a time satisfactory to the President or other Officer who is charged with maintaining those records. The Board as a whole and Directors individually will at all times have reasonable access to the books and records of BIMH.

9.8 Amendment of Bylaws

These bylaws may be amended or altered at any time by Special Resolution. Any amendment will have full force and effect at the time it has been registered with the Registrar of Corporations.

9.9 Director and Officer Indemnity

Except in respect of an action by or on behalf of BIMH or body corporate to procure a judgment in its favour, BIMH will indemnify any Director or Officer of BIMH, a former Director or Officer of BIMH or a person who acts or acted at BIMH's request as a director or officer of a body corporate of which BIMH is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of BIMH or body corporate provided that the Director, Officer, director, or officer acted within the scope of the relevant authority and properly discharged all relevant duties as a director or officer.

9.10 Winding-Up and Dissolution

Upon the dissolution of BIMH and after the payment of all debts and liabilities in accordance with the provisions of the Act, any remaining assets of BIMH will be distributed, at the discretion of the Board, to one or more other charitable organizations with objects similar to those of BIMH. Any properties leased by BIMH under the Master Agreement or otherwise shall revert to the applicable lessor free and clear of any

leasehold interest of BIMH. In no event will any Member receive any funds or assets of BIMH upon dissolution.