

CORPORATE ACCESS NUMBER: 5017073536

**Government
of Alberta ■**

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**GAS CITY BALL HOCKEY LEAGUE
WAS INCORPORATED IN ALBERTA ON 2012/10/17.**



Niblock & Company LLP

Lawyers and Mediators



420 Macleod Trail S.E.
P.O. Box 609
Medicine Hat, Alberta
T1A 7G5

Telephone: (403) 526-2806
FAX (403) 526-2356
Oyen Office - (403) 664-3597

*R. Barry Miskuski, B.A., LL.B.†
*John F. Stodalka, B.A., LL.B.
*Jeffrey J. Neumann, B. Admin., LL.B.
*denotes Professional Corporation

*Ronald B. Baba, B.Comm., LL.B., Q.C.†
*Marilyn A. Herrmann, B. Mgt, B.A., LL.B.
*Bryce R. Farrell, LL.B.
Darren E. Folkersen, B.A., LL.B.
also of the Saskatchewan Bar

5 November, 2012

Mr. Glenn Bromley
Gas City Ball Hockey League
1613 - 9th Avenue N.E.
MEDICINE HAT, Alberta
T1A 6G1

Dear Sir:

Re: Gas City Ball Hockey League
Our File: 59,292-001 BRF/bjb

Kindly be advised that the non-for-profit Society, Gas City Ball Hockey League was incorporated in the Province of Alberta, on 17 October, 2012, and we enclose for your file and records, a copy of the Certificate of Incorporation, Application and ByLaws. We have created a Minute Book for the Society which is on file here at our office and may be picked up at your convenience, if you choose to do so.

You should arrange for an organizational meeting, and elect your directors and officers. Your ByLaws indicate that six directors are to be elected. From the six directors, you will have to elect a President, a Vice-President, a Secretary and a Treasurer, leaving two directors with no designated office.

Finally, we are taking the liberty of enclosing a statement of our account for services rendered, which covers disbursements only. In keeping with the policy of this office, as a donation to the Society, all time expended (\$1,830.00) in creating the Society have been absorbed by this law firm, and we trust you will find this to be satisfactory.

Yours truly,

BRYCE R. FARRELL

:bjb
Encl.

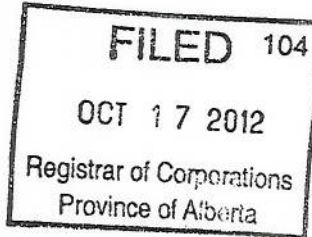
5017073536



THE SOCIETIES ACT
APPLICATION

ALBERTA

CONSUMER AND
CORPORATE AFFAIRS
Corporate Registry



WE, the undersigned, hereby declare that we desire to form a society under The Societies Act, R.S.A., 2000, and that:

1. The name of the Society is **GAS CITY BALL HOCKEY LEAGUE.**
2. The objects of the Society are:-
 - a) to promote and generally encourage an active interest in organized ball hockey at the minor youth level, in the City of Medicine Hat and surrounding district;
 - b) for the purposes aforesaid, to acquire and operate on a non-profit basis, properties of all kind, and to provide facilities and prizes in the furtherance of such organized sport at the minor youth level;
 - c) to acquire and hold, buy, lease, purchase otherwise dispose of all lands, buildings and appliances necessary for the equipment and maintenance of the game of ball hockey at the minor youth level;
 - d) to provide its members with opportunities and training for self development, leadership and sportsmanship in the field of ball hockey;
 - e) to receive, acquire and hold gifts, donations, legacies and devises for the object of the Society and the furtherance of its objects;
 - f) to provide the authority to lease premises for events;
 - g) to acquire insurance and employ professionals for the betterment of and organization of minor youth ball hockey teams, leagues and the pursuit of the Society's objectives.

DATED this 30th day of July, 2012.

NAME (SIGNATURE)

COMPLETE ADDRESS

Jason Tuchscherer
Jason Tuchscherer

2631 16th Ave. S.E.
T1A 3T6 Medicine Hat, AB.

Ryan Lamb
Ryan Lamb

245 12th St. N.W.
T1A 6P8 Medicine Hat, AB

Dean Harnack
Dean Harnack

242 Stratton Way SE.
T1B 4H5 Medicine Hat Ab.

Trevor Copeland
Trevor Copeland.

4 Rice Green SE
T1B 3W8 Medicine Hat AB.

Greg Willis
Greg Willis

856 16 ST NE
Medicine Hat T1A-5X4

WITNESS:

Glenn Bramley
GLENN BRAMLEY

1613 9AVE N.E.
MEDICINE HAT, AB T1A 6G1

5017073536



THE SOCIETIES ACT

ALBERTA

BY-LAWS

CONSUMER AND
CORPORATE AFFAIRS
Corporate Registry

The name of the Society is

GAS CITY BALL HOCKEY LEAGUE



PART 1 - INTERPRETATION

- 1.1 In these bylaws, 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.
- 1.2 "Special Resolution" means
- (i) a resolution passed
 - (A) at a general 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 of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

PART 2 - MEMBERSHIP/VOTING

- 2.1 Membership fee, if any, in the Society shall be determined, from time to time, by the members at a general meeting.
- 2.2 Membership dues shall be payable on or before the "registration deadline" which typically falls in March of every year. Members in default shall thereupon automatically cease to be Members of the Society, but any such members may, on payment of **ALL** unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.
- 2.3 A Member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society, or may, for any cause which the Society may deem reasonable, be expelled from the Society by resolution of the Members and ratified at the Board of Directors' meeting for that purpose.
- 2.4 The members of the Association are the applicants for incorporation of the Association and those persons who subsequently become members, in accordance with these bylaws and in either case, have not ceased to be members.
- 2.5 The following shall be eligible to become members of the Association:-
 - 2.5.1 any parent or guardian of a minor who is registered with the Association;
 - 2.5.2 any sponsor of any team playing under the auspices of the Association will be an honorary member, but not a voting member;
 - 2.5.3 all elected and appointed officials and adult coaches shall form part of the register of members and are voting members, for the year registered or while fulfilling an approved position; and,

- 2.5.4 all registered players, on paying the fee as set by the Board of Directors, are members of the Association for the year registered, but are not voting members.
- 2.5.5 Such voting shall be by ballot, unless the meeting by resolution otherwise decides.
- 2.6 Every member shall uphold the constitution and comply with these bylaws.

PART 3 - MEETINGS OF THE DIRECTORS

- 3.1 Monthly meetings of the Board of Directors shall be held whenever possible or if needed for the purpose of settling an issue. The meeting shall be called by any Board member and the Board shall determine a suitable place or time for the meeting. Meetings of the Board shall be called by 10 days' notice in writing mailed to each member or by three days' notice by fax or other electronic transmission.
- 3.2 A minimum of four (4) members of the Board of Directors shall constitute a quorum for the transaction of such business that requires Board review, and may be done over a telephone line if the action(s) deem immediate attention.
- 3.3 The order of business at meetings should include:
- (a) Minutes from the last meeting;
 - (b) Special features which may be of interest to the Society;
 - (c) Reports from internal committees;
 - (d) Announcement of nominees to fill vacancies (if required).

PART 4 - ELECTION OF DIRECTORS, ETC.

- 4.1 The elected officers and directors of this Society shall be:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Two directors,

which shall form the Board of Directors. No person shall be nominated for any of the positions of President, Vice-President, Secretary or Treasurer without first having served a minimum of two (2) years as a director of the Association.

- 4.2 The Board of Directors shall be elected at the Annual General Meeting of the Society.

- 4.3 Any adult member of the Society in good standing is eligible for election as a director or officer.

- 4.4 The regular term of office shall be two (2) years. The Board of Directors shall remain in office until such time as successors are elected.

- 4.5 If any member of the Board of Directors shall resign his office, or without reasonable excuse absent from himself from four (4) or more directors' meetings, or be suspended or expelled from the Society, the directors shall declare his office vacated and may appoint a successor in this place to hold office until the next Annual General Meeting of the Society.

- 4.6 At least one (1) month prior to the Annual General Meeting, the Board of Directors shall appoint a nominating committee consisting of the League's captains and their assistants to vote in the nominees running for that position, with no less than two (2) nominees for President, Vice-President and at least one (1) nominee for the remaining officers / directors.

- 4.7 The election of the Board of Directors shall be by secret ballot at the Annual General Meeting or if a position on the Board of Directors goes uncontested, the existing officer / director shall win by acclamation.

- 4.8 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

PART 5 - DUTIES OF DIRECTORS / OFFICERS

- 5.1 The President shall preside at all meetings when possible of the Board of Directors. His executive duties and powers shall be authorized by the Board of Directors. Any two of the President, Vice-President and Treasurer are authorized to sign all cheques drawn on the funds of the Society.
- 5.2 It shall be the duty of the Vice-President to be present at all meetings when possible and, in the absence of the President, he shall preside.
- 5.3 The Secretary shall attend all the meetings when possible and keep accurate minutes thereof. In the absence of the Secretary, a presiding director/officer shall assume the responsibility of recording the minutes. The Secretary shall notify all members in the event of a meeting of the Board of Directors.
- 5.4 The Treasurer shall attend all the meetings when possible. He shall collect and receive and take charge of all funds from whatsoever source derived and shall sign and pay all orders regularly drawn by him when authorized by the Board of Directors. The Treasurer shall keep an accurate record of all monies received or expended by him on behalf of the Society. He shall countersign all cheques drawn on the funds of the Society. The Treasurer shall make a report to the Board of Directors on an annual basis, or when requested, showing the status of the month end treasury account(s). He shall, at the expiration of his term, turn over all monies, securities, evidence of debt, relevant books, papers, property, etc. to his successor.

5.5 The Directors shall attend all the meetings when possible. The Directors shall act as Chairmen of committees for functions as so decided by the Board of Directors, such committees as follows:-

- (a) collecting of registration forms and entering in computer database;
- (b) organizing of games officials throughout the season;
- (c) keeping in contact with the "Alberta Minor Ball Hockey Association" and other corresponding bodies, and
- (d) assisting the officers when required (e.g. organizing of year-end banquet).

PART 6 - AUTHORITY OF THE BOARD OF DIRECTORS

- 6.1 The Board of Directors shall have the power and authority to act for the membership between meetings where it is deemed action is necessary.
- 6.2 The Board of Directors shall function as an administrative committee to make recommendations for the good of the Society, it being understood their actions are subject to concurrence by the membership.
- 6.3 Questions arising at any meeting of the Board of Directors shall be decided by a majority vote and shall be regarded as unanimous in reporting the Board's conduct.
- 6.4 A director / officer may request at any time a Board of Directors' meeting, providing at least twenty four (24) hours' notice, by telephone, e-mail or verbal contact, has been given.

- 6.5 The Board of Directors may delegate, by a majority vote, any of their powers to committees consisting of such members of the Society to assist when required. Any committee so formed shall, in the exercise and in the best interests of the Society, conform to any regulations that may be imposed on them by the Board of Directors. The Chairman of such committee(s) shall, upon request, attend the Board of Directors' meeting to submit proposals which must be approved by the Board of Directors.
- 6.6 The Board of Directors shall select a bank, lawyer or any other professional services deemed necessary for the purpose of carrying through transactions in the name of the Society.
- 6.7 The Board of Directors is authorized to sign and execute on behalf of the Society all documents, securities, agreements, promises and pledges necessary to perform the Society's business.

PART 7 - SEAL OF THE SOCIETY

- 7.1 The Treasurer of the Society shall have the custody of the Corporate Seal of the Society or the Society's lawyer may also possess the Seal.
- 7.2 The Seal of the Society shall not be affixed to any instrument except by the authority of resolution of the Board of Directors.
- 7.3 The Seal shall be affixed only in the presence of the President or Vice-President or such other persons as the Board of Directors by resolution may authorize.

PART 8 - INCURRED COSTS

- 8.1 Unless authorized at any meeting and after notice for same shall have been given, no officer / director or member of the association shall receive any remuneration for his services. The directors / officers shall be reimbursed any monies spent on deemed necessities required for the good of the Society, if so authorized.

PART 9 - ANNUAL GENERAL MEETINGS

- 9.1 The Society shall hold an annual general meeting on or before December 31st in each year, of which notice in writing to the last known address of each member shall be delivered in the mail fourteen (14) days prior to the date of the meeting.
- 9.2 General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by personal delivery or sent by prepaid mail or by electronic method on a member who has specifically provided an address to which notice or information can be provided , fourteen (14) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be personal delivery or sent by prepaid mail or by electronic method on a member who has specifically provided an address to which notice or information can be provided, fourteen (14) days prior to the date of such meeting.
- 9.3 Fifteen (15) members in good standing shall constitute a quorum at any meeting.

PART 10 - BORROWING POWERS

- 10.1 For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

PART 11 - AUDITING

- 11.1 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 (2) members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be December 31st.
- 11.2 The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records.

PART 12 - AMENDMENTS

- 12.1 The By-Laws may be rescinded, altered or added to by a "special resolution".

DATED this 30th day of July, 2012.

NAME (SIGNATURE)

COMPLETE ADDRESS:

JJM
Jason Tuchscherer

2631 16th Ave. S.E.

T1A 3T6 Medicine Hat, AB,

Ryan Lamb
Ryan Lamb

245 12th St. N.W.

T1A 6P8 Medicine Hat, AB

Dean Hornack
Dean Hornack

242 Stratton Way SE.

T1B 445 Med.cine Hat Ab.

Trevor Copeland
Trevor Copeland

4 Rice Green SE

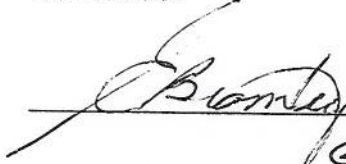
T1B 3W8 Medicine Hat AB.

Greg Wildas
Greg Wildas

856 16 ST NE

MEDICINE HAT AB T1A5X4

WITNESS:


GLENN
BROMLEY

1613 9AVE N.E.

MEDICINE HAT, AB TIA 661

ALBERTA

RECEIVED
OCT 17 2012
Corporate Registry

BUSINESS CORPORATIONS ACT
(SECTION 19)
FORM 3
NOTICE OF ADDRESS

1. Name of Corporation
GAS CITY BALL HOCKEY LEAGUE


2. Corporate Access No.
5017073536

3. Address of Registered Office
420 Macleod Trail S.E.
MEDICINE HAT, Alberta
T1A 2M9

FILED 104
OCT 17 2012
Registrar of Corporations
Province of Alberta

4. Records Address
420 Macleod Trail S.E.
MEDICINE HAT, Alberta
T1A 2M9

5. Post Office Box (Address for Service by Mail)
P. O. Box 609
MEDICINE HAT, Alberta
T1A 7G5

DATE	SIGNATURE	TITLE
30 July, 2012	X 	Solicitor for the Association