

**MONCTON MINOR BASKETBALL ASSOCIATION,
INC.**

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of MONCTON MINOR **BASKETBALL ASSOCIATION, INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of MONCTON MINOR BASKETBALL ASSOCIATION, INC. (hereinafter called the "Company")

as follows:

HEAD OFFICE The head office of the Company shall be in the City of Moncton, in the Province of New Brunswick or such other location as the **Company may from time to time direct.**

SEAL

2.

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

of the Company.

MEMBERS

3.

The members of the Company shall consist of the incorporators and such other persons as shall become and be registered members in accordance with the provisions as hereinafter set forth.

One parent of all registered players in the Company who have paid in full the current registration fees when due; one representative from each registered basketball team in the Company; any honorary member of the Company as hereinafter provided for; and any other person or persons as the Directors in their sole discretion shall, from time to time appoint.

The term of membership for each member in the corporation shall be for the length of time that the **current registration** fees due and payable to the Company for the members' child shall be paid in full and for the members appointed by the Directors for a period of one year from the date of appointment.

Honorary members shall be appointed from time to time by the Directors of the Company and shall be from among individuals who have provided outstanding service to amateur basketball.

The members at any general meeting or the directors at any meeting thereof may elect any person to membership in the Company.

A member may resign at any time upon giving notice of intention so to do to the

Secretary and such notice shall be effective upon presentation thereof.

A member may be suspended or expelled by two-thirds of the votes cast at an annual or special general meeting of the members of the Company or at any meeting of the Board of

Directors for any cause or reason deemed sufficient by such meeting of members or directors as the case may be. Any suspended or expelled member may be reinstated at the discretion of the members at a general meeting or of the directors at a meeting thereof.

COMPANY REGISTRY A Company Registry shall be maintained by the Secretary in which shall be entered the names and addresses of all persons who are or shall be members of the Company. The Company Registry shall at all times during business hours be open for inspection to all members of the Company and the Minister of Justice or his representative. In case any person resigns or is expelled from the Company, that person's name shall be removed from the Company Registry and in case of suspension of any member a memorandum thereof shall be inserted in the Company Registry during such suspension.

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MEETINGS OF

MEMBERS 8 .

The Annual General Meeting of the members shall be held in the month of April or at such other time in each year on such date as may be fixed by resolution of the officers or, failing such resolution, on such date as may be fixed by the President, and shall be held at such place as is fixed by such resolution or by the President. At such meeting, the members shall receive reports of officers, shall (subject to the provisions of the by-laws) elect the directors, elect new **members**, receive reports of auditors, appoint auditors and carry on such other business as may properly come before the meeting

9. Special General Meetings of the members may be called at any

time by the President and must be called upon a written requisition from **twenty or more members** of the Company.

10.

Notice of the Annual General Meeting or Special General Meetings shall be published in a newspaper or other publication having general circulation in the City of Moncton once at least ten (10) days prior to the date of the Annual General Meeting. Proper notice of all other meetings shall be given if provided by telephone or other means. At any such meeting any business may be presented or transacted which the Company at annual or Special General Meetings

may transact.

11.

The presence of not less than ten members of the Company or ten per cent (10%) of the membership of the Company whichever is lesser shall constitute a quorum at meetings of the members of the Company. Each member must vote personally and may not vote by proxy. Each member shall have one vote and no more.

12. If less than a quorum shall be in attendance at the time for which any meeting of the members shall have been called, the meeting may, after the lapse of fifteen (15) minutes from the **time** appointed for holding the meeting, be adjourned from time to time by the members present for

a period not exceeding one month at any time without any notice other than by announcement made until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum

shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

DIRECTORS 13. The affairs of the Company shall be managed by the Board of Directors, consisting of a maximum of twelve (12) persons and a minimum of five (5) persons, who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by statute or the by-laws or any special resolution of the Company expressly directed or required to be done by the Company at the Annual General Meeting of members. Directors shall be elected for a term of two years. Each year one-half of the positions available for Directors shall be

open for
election

14.

A Director shall be nineteen or more years of age and shall be a member in good standing of the Company.

15.

Any Director shall become disqualified if that director shall cease to be a member of the Company.

16.

Directors shall **receive no remuneration** for their services.

17.

MEETINGS OF DIRECTORS Directors' meetings shall be held at such times and places as may be found convenient but a meeting shall be held (without notice) immediately after each Annual General Meeting of members of the Company for the

purpose of electing the officers of the Company and

for such other business as may properly come before the meeting.

18. Notice of meetings of directors shall be given at least two (2) days before each meeting by letter, telegram, or in any other practical way, but a meeting of directors may be held at any time or place without previous notice if all the directors are present or if the absent directors sign a written waiver of notice of the time and place of such meeting.

19.

Directors may vote only in person and each director shall have one vote only.

20. (a) At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or in the By-laws of the Company. If less than a quorum shall be in attendance at the time for which a meeting of the directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned from time to time by the directors present for a period not exceeding one month at any one time without any notice other than by announcement made until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

(b) A director may participate in a meeting of directors or of a committee of directors by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

(c) A resolution in writing signed by all the directors or signed counterparts of such resolution by all the directors entitled to vote on that resolution at a meeting of directors or a

committee of directors, is as valid as if it had been passed at a meeting of **directors or committee**

of directors **duly** called, **constituted and held**. A copy of every such **resolution or counterpart**

thereof shall be kept with the minutes of the proceedings of the directors or such **committee** of **directors**.

21.

All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such **Director or** persons acting as aforesaid or that they or any of them were disqualified, be as valid as if **every** such person

had been duly elected or appointed and was qualified to be a director.

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PROTECTION OF DIRECTORS 22. The Directors, the Immediate Past President, the President, Vice-President, Secretary, Treasurer and other officers for the time being of the Company for the time being acting in relation to any of the affairs of the Company and every of them, and every of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators shall or may incur or sustain by or by reason of any act, concurred in or omitted in or about the execution of their duty or supposed duty in their respective office or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

OFFICE

RS 23.

The officers shall be a President and a Vice-President who must be members and Directors of the Company and a Secretary/Treasurer and Immediate Past President who need not be members of the Company. All officers shall be elected by the directors.

The Immediate Past President of the company shall be the former President of the

company immediately prior to the current President.

24.

The President may be the chief executive officer of the Company and shall preside at meetings of the Directors. The President shall act as chairperson of the members' meetings, if

present, and shall see that all orders and resolutions of the Directors are carried into effect.

25. The Vice-President shall perform all duties of the President in the President's absence or inability to serve.

26. In the absence of any presiding officer as provided by these By-laws, the meeting may appoint a chairperson of the meeting.

27. The Secretary shall keep proper records of all meetings of members of the Company and directors shall have charge of the books and records of the Company except insofar as may be otherwise arranged by the directors. The Secretary shall give notice of all meetings of members of

the Company and directors and shall perform such other duties as may be assigned to him or her and shall have the custody of the seal of the Company.

28.

The Treasurer shall perform such duties in connection with the funds and

securities of the Company as the Directors may require.

29.

All officers of the Company shall hold office during the pleasure of the Board of

Directors.

30. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the directors may by resolution elect or appoint a person to fill such vacancy.

COMMITTEES 31. The Board of Directors may from time to time as deemed necessary appoint committees of such number of Directors and/or members as may be deemed desirable and may prescribe their duties.

32.

Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes, and in case of an equality of votes the chairperson of the meeting shall not have a second or casting vote.

VOTING SHARES AND SECURITIES

33.

All shares or other securities carrying voting rights of **any company or corporation**

held from **time** to time by the Company may be voted at any and all meetings of shareholders, bondholders, debenture holders, **debenture** stock holders or holders of other securities (as the case may be) by such person or persons as the Board of Directors shall from time **to time determine**.

CUSTODY OF SECURITIES 34. All shares or other securities owned by the Company shall be lodged (in the name of the Company) **with** a chartered bank **or** a trust company or in a safety deposit box or **with** such other depositories or in such other manner **as** may be determined from time to time by the Board of

Directors.

CHEQUES, DRAFTS

AND NOTES 35.

All cheques, drafts or orders for the payment of money and all notes and **acceptances** and bills of exchange shall be signed by such officer or **officers or person or persons**, whether or not officers of the Company, and in such manner **as** the Board of Directors may from time to time designate.

EXECUTION OF INSTRUMENTS 36.

Contracts, documents or any other instruments in writing requiring the signature of the Company may be signed by the President or the Vice-President together with the Secretary or the Treasurer and all contracts, documents and other instruments in writing so signed shall be

binding upon the Company without any further authorization or

formality. The Board of Directors may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Company either to sign contracts, documents and other instruments in writing generally or to sign specific contracts, documents and other instruments in writing.

37. The seal of the Company may when required be affixed to contracts, documents and other instruments in writing signed as aforesaid by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

AUDITOR

S 38.

Auditors shall be appointed at the Annual General Meeting of the members of the Company. The auditors of the Company when appointed shall hold office until the next Annual General Meeting of the members after being appointed or until their successors are appointed, unless previously removed by resolution of the Board of Directors.

39.

FISCAL YEAR The first fiscal period of the Company shall terminate on the 30th day of June, 2012 and thereafter the fiscal year of the Company shall terminate on the 30th day of June in each year or on such other date as the directors shall by resolution from time to time determine.

AMENDMENT OF BY-LAWS

40.

The Board of Directors may from time to time repeal, amend, add to, or re-enact these By-laws or any of them, or any other By-laws of the Company, but any such changes shall, in the case of all By-laws other than those relating to expulsion or suspension of members, unless in the meantime confirmed at a general meeting of the Company called for that purpose, have force until the next Annual Meeting of the Company and if not confirmed thereat shall from that time only cease to have any force.

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Any changes in the By-laws relating to the expulsion or suspension of members shall not be effective until the same have been confirmed by an Annual or Special General Meeting

of members,

INTERPRETATION 41. In all By-laws of the Company, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine.

ENACTED this

day of

A.D., 2011.

WITNESS the corporate seal of the
Company.

President

Secretary