

BY-LAW NUMBER ONE

A By-law relating generally to the transaction of the
business and affairs of Maple Leaf Cricket Club -

BE IT ENACTED as a By-law of Maple Leaf Cricket Club as follows: -

HEAD OFFICE

1. The Head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

S E A L

2(a) The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

KING GROUND SCHEME

2(b) The King Ground Scheme shall mean the property and its development into a first class cricket playing facility, located on part of Lot 11, in the Second Concession of the Township of King, County of York, Province of Ontario.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of nine Directors, of whom three shall be elected by the ex-officio members of the Corporation and three shall be elected by the members of the Corporation approved by those active member clubs of The Toronto and District Cricket Association who are members in the King Ground Scheme and three shall be elected by the members of the Corporation approved by those active member clubs of the Toronto and District Cricket Association who are not members in the King Ground Scheme. At the Annual Meeting to be held subsequent to the 1983 Annual General Meeting, one Director shall be elected by the ex-officio members of the Corporation, one shall be elected by the members of the Corporation approved by those active member clubs of The Toronto and District Cricket Association who are members in the King Ground Scheme and one shall be elected by the members of the Corporation approved by those active member clubs of The Toronto and District Cricket Association who are not members in the King Ground Scheme to hold office for a period of three years. Another Director from each of the above three categories shall be elected to hold office for a period of two years, and another Director from each of the above three categories shall be elected to hold office for a period of one year. At each Annual Meeting thereafter, one Director from each of the above categories shall be elected to hold office for a period of three years. A retiring Director is eligible for re-election if otherwise qualified. Nominations shall be in writing signed by the proposer and seconder and bearing the consent of the nominee to act and shall be delivered to the Secretary

VACANCIES ON THE BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. Any person so appointed to fill a vacancy will be a member from or approved by the same group that elected the Director whose resignation or otherwise created this vacancy. The groups referred to herein are the following:-

- (a) The ex-officio members.
- (b) The members approved by those active member clubs of the Toronto and District Cricket Association who are members in the King Ground Scheme.
- (c) The members approved by those active member clubs of The Toronto and District Cricket Association who are not members in the King Ground Scheme

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of three Directors. Notice of such meeting shall be delivered, telephoned or telegraphed to each Director not less than four days before the meeting is to take place or shall be mailed to each Director not less than five days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

POWERS OF DIRECTORS

8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, The Directors are expressly empowered, from time to time, to purchase, lease, mortgage, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and or other property, moveable or immoveable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable, except that the sale of any real property shall first require the approval of at least (2/3) two thirds of the members.

REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by Resolution from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the

Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

12. The Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or

banks as may from time to time be designated by the Board of Directors.

He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary or Treasurer, and the Secretary or Treasurer shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary, Treasurer or by any person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by who, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

16. The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP AND VOTING RIGHTS

17. There shall be five (5) classes of membership in the Corporation, namely honorary membership, associate membership, social membership, life membership and ordinary membership:

- (i) Honorary, associate and social members shall be elected by the Board of Directors in accordance with the By-laws and regulations in force from time to time; they shall not be entitled to vote at but shall be entitled to notice of meetings of the members of the Corporation; they shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation; and they shall pay such fees and have such other rights and obligations as shall from time to time be determined by the By-laws of the Corporation or by resolution of the Board of Directors.

(ii) Life members shall be elected by the Board of Directors in accordance with the By-laws and regulations in force from time to time; they shall be entitled to one (1) vote per member at all meetings of the members of the Corporation on all subjects except that they shall have no vote on the election of Directors; they shall not be entitled to participate* in any distribution of the property of the Corporation upon the dissolution of the Corporation; and they shall pay a fee as determined by the Board of Directors on admission to membership but shall not be required to pay any further fees, assessments or dues; and they shall have such other rights and responsibilities as shall from time to time be determined by the By-laws of the Corporation or by resolution of the Board of Directors;

(iii) The number of ordinary members of the Corporation shall not be more than the number of active member clubs of The Toronto and District Cricket Association and each of the said ordinary members of the Corporation shall be elected a member of the Corporation subject to the approval of his election by one (1) of the active member clubs of The Toronto and District Cricket Association, and for this purpose each active member club of The Toronto and District Cricket Association may approve of only one (1) of the said ordinary members of the Corporation; provided that upon any active member club of The Toronto and District Cricket Association ceasing to be an active member club of The Toronto and District Cricket Association the ordinary member of the Corporation approved by the said active member club of The Toronto and District Cricket Association shall cease to be a member of the Corporation;

At all meetings of the members of the Corporation each ordinary member shall be entitled to one (1) vote plus an additional vote for each team fielded in a scheduled league of The Toronto and District Cricket Association who approved his membership; and

Ordinary members shall be entitled to participate equally* in any distribution of property of the Corporation upon the dissolution of the Corporation; and they shall pay such fees, dues and assessments and have such other rights and obligations as shall from time to time be determined by the By-laws of the Corporation or by resolution of the Board of Directors;

Each member of the Board of Governors of The Toronto and District Cricket Association shall be an ex-officio member of the Corporation; each of the said ex-officio members shall not be entitled to vote at meetings of the members of the Corporation nor to participate in any distribution of property of the Corporation.* They shall be liable only for such dues, fees and assessments as shall from time to time be specifically determined by the By-laws of the Corporation or by resolution of the Board of Directors.

Members may resign in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessments, fees or other sums levied or which became payable by him to the Corporation prior to acceptance of his resignation.

D U E S

18. There shall be no dues, fees or assessments payable by members except such, if any, as shall from time to time be fixed by vote of the Board of Directors. A member elected to replace a person who has ceased to be an ordinary member shall be liable, jointly and severally with said person, for all dues, fees and assessments owed by said person.

The Secretary or Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the Board of Directors. If such members fail to apply for reinstatement by the end of the fiscal year for which said dues or fees were owing, then the entry fee provided by the By-laws of the Corporation or resolution of the Board of Directors shall be paid of such members prior to reinstatement.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

19. The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint, providing that the annual general meeting shall not be held later than March 31, each year.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any annual meeting of the members. A special general meeting of the members of the Corporation may be called by the Board of Directors, the President or the Vice-President and shall be called by the Secretary at the request of (1/3) one-third of the combined ordinary and ex-officio members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post or telegraph, (10) ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENT

21. Any meetings of the Corporation or the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment may be made notwithstanding that no quorum is present, but in that event notice of such adjournment will be given to each member by prepaid post at least 5 days before the day fixed for the adjourned meeting.

QUORUM OF MEMBERS

22. A Quorum for the transaction of business at any meeting of members shall consist of not less than a total of 25% of the ordinary members, in good standing, represented by a delegate. *

VOTING OF MEMBERS

23. Each member of the Corporation shall appoint one or more delegate(s) to exercise its votes. Such delegates before voting must produce and deposit with the Secretary sufficient appointment in writing from his constituent. * No member shall be entitled * to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then owing by him for more than thirty days.

At all meetings of members every question shall be decided by a majority of the votes cast by the delegates present in person. * Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any delegate. Upon a show of hands, every delegate having voting rights shall exercise its

declared votes once, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the delegates present,* and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to an additional or casting vote. A delegate, other than an officer of the Corporation, may not represent more than one member at any meeting.

FINANCIAL YEAR

24. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of October in each year.

CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one such officers or agents so appointed may arrange, settle balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms and settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be

withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

27. Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed by depositing same in a post office or a public letter-box, in a post-paid, sealed wrapper addressed to the director, officer or member at his or their address as same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

BORROWING

28. The Directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 10

29. In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

CERTIFICATES OF THE (TORONTO & DISTRICT CRICKET ASSOCIATION)

30. The number of teens fielded in a scheduled league of The Toronto and District Cricket Association by an active member club of The Toronto and District Cricket Association and whether or not a person, association or company is an active member of The Toronto and District Cricket Association and whether an active member club of The Toronto and District Cricket Association is a member or not a member in the King Ground Scheme shall be determined for the purpose of the Corporation by the certificate of the board of governors of The Toronto and District Cricket Association.

PROTECTION OF DIRECTORS AND OFFICERS

31. No Director or officer of the Corporation is liable for the acts, receipts, neglect or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation are deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which happens in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

INDEMNITY OF DIRECTORS AND OFFICERS

32. Every Director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (e) All costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;

- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof. except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ADOPTED and PASSED by the Directors this 1st day of May, 1961.

President

Secretary

The above By-law was confirmed at the Members' Meeting of the Corporation on the 1st day of May 1961.

Secretary