

CAPITAL AREA RECREATION INC.

BY-LAWS

The following shall be the By-Laws of the Corporation.

By-Law No. 1 - Name

The name of the corporation shall be
CAPITAL AREA RECREATION INC. ("the Corporation")

By-Law No. 2 – Purposes and Objects

- (a) To develop, own and operate a joint recreation facility for the City of Charlottetown and surrounding areas.
- (b) To raise, co-ordinate, and manage funds from public and private sources
- (c) To acquire by way of gift, grant, bequest or otherwise, funding, equipment, and supplies to use and to apply such to the realization of the objects of the Corporation.
- (d) To enter into any arrangements with any authorities , municipal, federal, provincial, local or otherwise, that are conducive to the objects of the Corporation, or any of them, and obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;
- (e) To co-operate with other organizations, whether incorporated or not, which have objects similar to the objects of the Corporation;
- (f) For the further attainment of the above objects, to acquire by purchase, lease, devise, gift and other title, and to hold any real property necessary for the carrying on of its undertaking and for drawing a revenue therefrom, and to sell, lease , mortgage, dispose of and convey the same or any part thereof as may be considered advisable;
- (g) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them;
- (h) To have and exercise all and the powers set forth in section 15 of the Companies Act , R.S. P.E.I. 1988.Cap. C-14, and amendments thereto;

- (i) To have and exercise all the rights , powers, authorities and privileges that a private individual might or could possess or enjoy.

By-Law No. 3 - Membership

- (a) The subscribers to the Memorandum of Agreement dated July 6, 2001 hereto, shall be members of the Corporation. In addition, the City of Charlottetown ("City") the University of Prince Edward Island ("UPEI") and the Town of Stratford ("Town") shall be members of the Corporation. The City shall nominate four members and UPEI and the Town shall each designate a nominee to represent them, and such nominees shall have the right to attend meetings of the Corporation and to vote thereat on behalf of the body nominating them.
- (b) All further classes and conditions of membership shall be determined by the Board of Directors.
- (c) Any member may terminate his membership by notifying the Board of Directors. in writing to that effect.
- (d) Every member of the Corporation shall see that his correct address is on record with the Secretary. The mailing of a Notice to a member's last notified address shall be deemed to constitute service of notice for any purpose.
- (e) (e) The body that appointed a member may cancel the member's membership by giving the member written notice of its intention to do so.

By-Law No. 4 - Directors

- (a) The property and affairs of the Corporation shall be

administered by a Board of Directors comprising eight members, whom shall be appointed in the following manner:

- (i) the City shall appoint four directors; one of which shall be the President.
 - (ii) UPEI shall appoint one director.
 - (iii) the Town shall appoint one director.
 - (iv) the Corporation shall appoint two directors.
- (b) The Directors may be paid an honorarium to be determined by the Board of Directors and shall be reimbursed for pre-approved and reasonable expenses.
- (c) In the event of a vacancy on the Board, the named Body Corporate or Corporation, shall be required to present a new appointment within 60 days of the vacancy.

By-Law No. 5 - Officers

- (a) The Officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time appoint. The officers shall be appointed by the Board of Directors from among their number.
- (b) The President shall have supervision of the business of the Corporation and shall perform such duties as may be assigned to him by the Board of Directors from time to time.
- (c) The First Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request him to do so.
- (d) The Second Vice President shall perform the duties of the

President during the absence, illness or incapacity of the President and First Vice President.

- (e) The Secretary shall keep the minutes of the members' meetings including the Annual General Meeting. He/She shall have custody of the corporate seal and shall have power to certify all documents.
- (f) The Treasurer shall chair any special standing committee meetings pertaining to internal financial control, budget preparation and capital project work of the Corporation. He/She shall preside over the financial statements at the end of each fiscal year at the Annual General Meeting.

Bylaw No. 6 - General Manager

- (a) There shall be a General Manager who shall be appointed and responsible to the Board of Directors. The Board of Directors shall determine the remuneration paid to the General Manager, including expenses. The General Manager shall not have a vote at any meeting of the Corporation, but shall be an ex-officio member of the Board of Directors.
- (b) Under the general authority and instructions of the Board of Directors, the General Manager shall be responsible for the organization, management, direction and control of the operations of the Corporation and the day to day administration of its affairs.

By-Law No. 7 - Committees

- (a) The Board of Directors shall appoint such standing or special committees as it deems necessary for the carrying out of any such functions or powers as the Board of Directors may direct.

By-Law No. 8 - Meetings of Members and Quorum

- (a) The first general meeting of members shall be held as soon as practicable after incorporation. Thereafter regular general meetings of members shall be held annually within 120 days after the end of each fiscal year, as such time and place as the Board of Directors shall determine. Such meetings shall receive the reports of the Board of Directors on the affairs of the company, a balance sheet and account of income and expenditures, and an auditor's report all for the preceding year, and transact general business. Notice of all meetings shall be given in writing at least ten (10) days in advance of the meeting, but non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.
- (b) Special meetings of the Corporation may be called by the President or shall be called at the written request of one or more members in good standing. Notice of the time and place of the special meetings together with notice of the business to be transacted shall be given in the manner as set out in clause (a) of this By-Law.
- (c) The presence of at least three of the members shall be necessary to constitute a quorum at all meetings of the membership of the Corporation and any member in good standing shall be entitled to one vote.
- (d) Questions arising at any meeting of the Corporation shall be decided by a majority of votes. The President shall have the deciding vote.

By-Law No.9 - Meetings of Board of Directors and Quorum

- (a) The first meeting of the Board of Directors shall take place on the day of its election and subsequent meetings shall take place at a

date and at a place to be designated by the Board of Directors.

- (b) Notice of any meetings of the Board of Directors, specifying the time and place thereof, shall be given orally or in writing to each Director at least one week before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
- (c) No business shall be transacted at any meeting of the Board of Directors unless three Directors are present at the commencement of such meeting.
- (d) Any Director absent without reasons acceptable to the Board of Directors from four consecutive meetings of the Board of Directors may be asked to tender his or her resignation as a Director.
- (e) Any Director may be suspended from the Board of Directors by a vote of the majority of the members of the Board of Directors present at the meeting. Such suspension shall be presented for ratification at a Special meeting of the Corporation called for that purpose within 30 days of the suspension.
- (f) Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The President shall have the deciding vote.

By-Law No. 10 Fiscal Year

- (a) The Corporation's fiscal year shall be the period extending from the first day of April of one year to the last day of March of the next year.

By-Law No. 11 - Signing Authority

- (a) **Cheques**
Cheques, drafts or orders for the payment of money, notes,

acceptances and bills of exchange may be drawn, accepted, endorsed and signed by such officers or person or persons whether or not officers of the Corporation and in such manner as the Board of Directors may from time to time prescribe.

(b) Contracts

Contracts, documents or any instruments in writing requiring the signature of the Corporation (except trade contracts made in the ordinary course of the Corporation's business) may be signed by any two of the President, First Vice-President, Second Vice-President, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding on the Corporation without any further authorization or formality.

The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers and/or Directors on behalf of the Corporation to sign specific contracts, documents or instruments in writing generally.

By-Law No. 12 - Amendments

- (a) Amendments and additions to the By-Laws of the Corporation provided that they are not in conflict with the foregoing purposes and objects of the Corporation, may be adopted at any general meeting of the Corporation by vote of a two-thirds majority of the members in good standing present at such meetings, provided that due notice of each amendment and addition shall have been given at least ten (10) days before such meeting as set out in Clause (a) of By-Law Number 8. Any amendments or additions so adopted shall immediately become effective, unless otherwise provided. Provided always that repeal or amendment of any By-Law not embodied in the Letters Patent shall not be effective or enforced or

acted upon until the approval of the Director of Corporations has been obtained.

By-Law No. 13 - Corporate Seal

The Corporate Seal of this Corporation, in impression of which when procured shall be made in the margin hereof, shall consist of a circular press imprinting the words "CAITAL AREA RECREATION INC.". The seal shall not be used otherwise that in pursuance of a resolution (specific or general) of the Board of Directors.

By-Law No. 14 - Distribution of Funds

In the event of winding up or other dissolution, the funds shall be distributed to the City of Charlottetown , the University of Prince Edward Island and the Town of Stratford pro rata to each body's financial contribution to the Corporation, to be used solely for the purposes of recreation and/or sport.

By-Law No. 15 - Audit of Accounts and Appointment of Auditors

The accounts of the Corporation shall be audited annually prior to the annual meeting and the auditor shall be appointed for the next ensuing year by a majority vote of the membership at the annual meeting.

By-Law No. 16 - Borrowing

For the purpose of carrying out its objects or any of them the Corporation may, with the approval of a resolution passed by not less than two-thirds of the members present at a general meeting of which twenty-one (21) days prior written notice specifying the intention to purpose the resolution

has been duly given, borrow or raise or secure the payment of money in such manner as it may be approved by the said resolution; such resolution may be specific or may give a general authority to the Board of Directors.

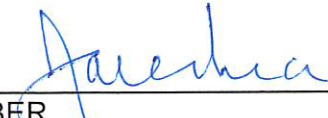
By-Law No. 17 - Indemnification


Every director of the Corporation, and his or her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses which he or she shall sustain or incur in any action or proceeding which is brought or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her in or about the execution of the duties of his or her office, and from and against all other costs, charges and expenses which he or she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own willful neglect or default.

By-Law No 18 – General

It is recognized that the Board of Directors is comprised of representatives of the Bodies Corporate, namely UPEI, the Town and the City. And that the rights and obligations of these Bodies Corporate shall be further defined by a Partner Agreement between the Corporation and the named Body Corporate to the extent that if there is any conflict between these bylaws and the Partner Agreement, the Partner Agreement shall prevail.

ENACTED the 7th day of September 2017.


MEMBER


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BYLAW No 19

A bylaw respecting the borrowing of money by CAPITAL AREA
RECREATION INC


BE IT ENACTED AS a bylaw of CAPITAL AREA RECREATION INC. (hereinafter
called the Corporation) as follows:



1. The Board of Directors may from time to time:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge securities of the Corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, present and future including book debts and unpaid calls, 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.
2. The Board may from time to time authorize any person (whether connected with the Corporation or not) to make arrangements for the loan to be borrowed, the terms and conditions thereof and the securities to be given therefor, with power to vary or modify the arrangements, terms and conditions as the Board authorizes and generally to manage, transact and settle the borrowing of money by the Corporation.
3. The Board may from time to time authorize any person (whether connected with the Corporation or not) to sign, execute and deliver *on* behalf of the

corporation all documents, necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue Cheques, promissory notes, bills of exchange and other negotiable documents.

4. The powers hereby conferred are in supplement of and not in substitution for any powers of the Board or officers to borrow for the purposes of the Corporation.

ENACTED the 7th day of September 2017.


MEMBER


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MEMBER

GENERAL BANKING BYLAW

CAPITAL AREA RECREATION INC.

Bylaw No. 20

A bylaw respecting the general banking by CAPITAL AREA RECREATION
INC.

BE IT ENACTED AS a bylaw of CAPITAL AREA RECREATION INC. (hereinafter
called the Corporation) as follows:

The Board of Directors of the Company is hereby authorized from time to
time:


- (a) To borrow money upon the credit of the Company in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) To issue debentures or other securities of the Company;
- (c) To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (d) To mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property (real and personal, immovable and movable), undertaking and rights of the Company, present and future, to secure any debentures or other securities of the Company, present or future, or any money borrowed or to be borrowed, or any obligation or liability of the Company, present or future;


(e) To delegate to such officer(s) or director(s) of the Company as the board may designate all or any of the foregoing powers to such an extent and in such manner as the Board may determine.

This Bylaw shall remain in force and be binding upon the Company as regards any party acting on the faith thereof until a copy, certified by the Secretary of the Company under the Company's Seal, of a bylaw repealing or replacing this Bylaw has been received by such party and duly acknowledged in writing.

ENACTED the 7th day of September 2017.


MEMBER


MEMBER


MEMBER