

**BY-LAW NO. 1**

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION  
OF THE BUSINESS AND AFFAIRS OF**

**ROYAL YORK FOOTBALL CLUB INCORPORATED**

BE IT ENACTED and it is hereby enacted as a by-law of

**ROYAL YORK FOOTBALL CLUB INCORPORATED**

(hereinafter called the "Corporation") as follows:

**GENERAL BUSINESS**

**Registered Office**

1. The directors may from time to time by resolution fix the location of the registered office of the Corporation within the municipality or geographic township within Ontario as specified in its articles.

**Seal**

2. The Corporation shall have a corporate seal which shall be adopted and may be changed by resolution of the directors.

**Financial Year**

3. The first financial year of the Corporation shall terminate on a date to be determined by owners of the Corporation Leon Brown and Snezana Prodan and thereafter on the anniversary date thereof in each year, until changed by resolution of the directors of the Corporation.

**Banking Arrangements**

4. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights

and powers of the parties thereto; and the authorizing of owners Leon Brown or Snezana Prodan of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business. Leon Brown and/or Snezana Prodan are the signing officers for the corporation.

### **Execution of Instruments**

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by owners Leon Brown or Snezana Prodan and the corporate seal shall be affixed to such instruments as may be required by any person so authorized to sign on behalf of the Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the directors may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing, any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature by the Corporation may or shall be signed.

## **Owners**

### **Power of Owners**

6. The owners shall manage or supervise the management of the business and affairs of the Corporation.

### **Number of Directors and Quorum**

7. Subject to the articles of the Corporation, the number of directors of the Corporation shall be that number of directors as specified in the articles or shall be that number of directors as determined from time to time by the owners. A majority of the number of directors or minimum number of directors required by the articles shall constitute a quorum at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board of directors so long as a quorum of the board of directors remains in office.

### **Qualifications**

8. Each director shall be eighteen (18) or more years of age and shall be an individual as defined by the Act. No person who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he shall thereupon cease to be a director.

## **Resident Canadians**

9. A majority of the directors of the Corporation, other than a non-resident corporation as defined by the Act, shall be resident Canadians. Where the Corporation has only one or two directors, that director or one of the two directors, as the case may be, shall be a resident Canadian.

## **Transaction of Business**

10. The owners shall not transact any business at a meeting of directors unless a majority of directors' present are resident Canadians or unless the Corporation is a non-resident corporation as defined by the Act.

## **Election and Term**

11. This is a private incorporated company; directors shall not be elected yearly. There will be no election by show of hands.

## **Removal of Directors**

12. The owners may remove any director from office at any time. Notice of intention to pass any such resolution shall be given in the notice.

## **Vacancies**

13. The owners will decide a new director member in the event that there is a director vacancy.

## **Calling of Meetings**

14. Meetings of the directors might be held from time to time at such place, at such time and on such day as the owners may determine, shall call meetings. Notice of every meeting so called shall be given to each director not less than forty-eight hours (excluding any part of a Sunday or Holiday as defined by the Interpretation Act of Canada for the time being in force) before the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **Place of Meeting**

15. Meetings of the directors will be held at the registered office of the Corporation or at any other place within or outside of Ontario.

### **Participation by Telephone**

16. With the unanimous consent of the owners meetings of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed to be present at that meeting.

### **Votes to Govern**

17. At all meetings of the directors, every question shall be decided with the owners having the final say only with respect to the other directors.

### **Remuneration of Directors**

18. The directors of the Corporation shall be paid such remuneration as may be determined by the board of directors. Any remuneration so payable to a director who is also an officer or employee of the Corporation or is counsel or solicitor of the Corporation or otherwise serves it in a professional capacity shall be, in addition to his salary as such officer, or his professional fees as the case may be. The directors shall also be paid such sums in respect of the out-of-pocket expenses incurred in attending board, committee or shareholder meetings or otherwise in respect of the performance by them of their duties as the board of directors may from time to time determine.

### **Transaction of Business by Signature**

19. A resolution in writing signed by the owners on that resolution at a meeting, is as valid as if it had been passed at a meeting of directors or a committee of directors.

### **One Director**

20. Where the Corporation has only one owner, that owner may constitute a meeting.

## **Avoidance Standards**

21. If a material contract is made or a material transaction is entered into between the Corporation and a director or officer of the Corporation or between the Corporation and any other person of which a director or officer of the Corporation is a director or officer or in which he has a material interest, the director or officer is not accountable to the Corporation or its shareholders for any profit or gain realized from the contract or transaction; and the contract or transaction is neither void or voidable, by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Corporation at the time it was so approved. A director or officer acting honestly and in good faith is not accountable to the Corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his holding the office of director or officer and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the director's or officer's interests therein void or voidable where, the contract or transaction is confirmed or approved by special resolution at a meeting of the shareholders duly called for that purpose; and the nature and extent of the director's or officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

## **Standard of Care**

22. Every director of the Corporation in exercising his powers and discharging his duties shall, act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director of the Corporation shall comply with the Act, the regulations, articles, by-laws and any unanimous shareholder agreement.

## **Indemnity of Directors and Officers**

23. The Corporation shall indemnify the directors of the Corporation, former directors or officers of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his 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 him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate and with the approval of the court in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in connection with such action, if, he acted honestly and in good faith with a view to the best interests of the

Corporation; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

### **Insurance for Directors and Officers**

24. The Corporation may purchase and maintain insurance for the benefit of the directors or officers of the Corporation, former directors or officers of the Corporation or persons who act or acted at the Corporation's request as a director or officer of a body corporate or which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against any liability incurred by him, in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation; or in his capacity as a director with a view to the best interests of the Corporation; or in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

## **OFFICERS**

### **Appointed Officers**

25. The owners of the Corporation may from time to time designate the offices of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to them powers to manage the business and affairs of the Corporation. A director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person. In the absence of a written agreement to the contrary, the board of directors may remove at its pleasure any officer of the Corporation. The terms of employment and remuneration of any officer so appointed by it shall be settled from time to time by the board of directors. Unless otherwise from time to time specified by the board of directors the offices of the Corporation, if so designated, and the officers so appointed shall have the following duties and powers.

### **Owners**

26. At least one owner shall, when present, preside at all meetings involving directors.

## **Bookkeeper**

27. The bookkeeper shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the owners, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; The bookkeeper shall render to the owners at the meetings thereof, or whenever required of them an account of all his transactions as bookkeeper and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board of directors.

## **Agents and Attorneys**

28. The owners will have power to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **Waiver of Notice**

29. Where a notice or document is required by the Act, or the articles or by-laws of the Corporation to be sent, the notice may be waived or the time for sending the notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto.

## **INTERPRETATION**

30. In this by-law and all other by-laws of the Corporation, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include individuals, sole proprietorships, partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations, trusts, body corporates and natural persons in their capacity as trustees, executors, administrators or other legal representatives; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of revival and any amendments thereto; the "Act" shall mean the Ontario *Business Corporations Act*, as amended from time to time or any act that may hereafter be substituted therefor.

PASSED the 22<sup>nd</sup> day of January 2009.

WITNESS the corporate seal of the Corporation.

\_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation and the Founder / Owner and the co-owner be and they are hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Ontario *Business Corporations Act*.

DATED the 22<sup>nd</sup> day of January 2009.

\_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby confirmed with amendment as a by-law of the Corporation.

THE UNDERSIGNED, being all the shareholders of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Ontario *Business Corporations Act*.

DATED the 22<sup>nd</sup> day of January 2009.

1814878 ONTARIO INC.

Per: \_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

**BY-LAW NUMBER 2**

**A BY-LAW RESPECTING THE BORROWING OF MONEY, THE ISSUING OF  
DEBT OBLIGATIONS AND THE SECURING OF LIABILITIES**

**ROYAL YORK FOOTBALL CLUB INCORPORATED**

BE IT ENACTED and it is hereby enacted as a by-law of

**ROYAL YORK FOOTBALL CLUB INCORPORATED**

(hereinafter called the "Corporation") as follows:

The directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell or pledge debt obligations of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations;
- (c) Subject to the Ontario *Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- (e) Delegate the powers conferred on the directors under this by-law to a director, a committee of directors or an officer of the Corporation to such extent and in such manner as the directors shall by resolution determine.

PASSED the 22<sup>nd</sup> day of January 2009.

WITNESS the corporate seal of the Corporation.

\_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation and the Founder / Owner and the co-owner be and they are hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Ontario *Business Corporations Act*.

DATED the 22<sup>nd</sup> day of January, 2009.

\_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

BE IT RESOLVED THAT By-Law Number 2 being a by-law relating generally to the borrowing of money by the Corporation be and the same is hereby confirmed without amendment as a by-law of the Corporation.

THE UNDERSIGNED, being all the shareholders of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Ontario *Business Corporations Act*.

DATED the 22<sup>nd</sup> day of January, 2009.

1814878 ONTARIO INC.

Per: \_\_\_\_\_  
Leon Brown – Founder / Owner

\_\_\_\_\_  
Snezana Prodan – Co Owner

