



No.: SOC1776

SOCIETIES ACT
CERTIFICATE OF INCORPORATION
LOI SUR LES SOCIÉTÉS
**CERTIFICAT DE CONSTITUTION EN
PERSONNE MORALE**

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LES PRÉSENTES QUE

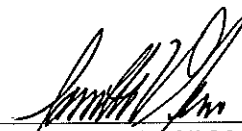
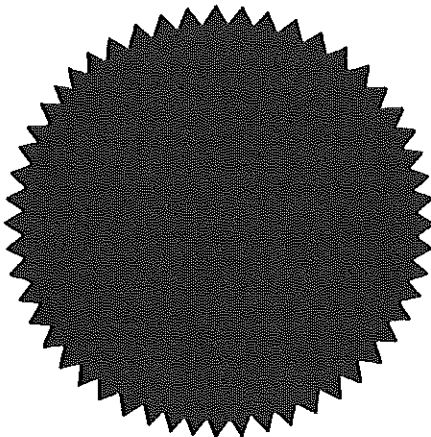
YELLOWKNIFE CLIMBING CLUB

is this day incorporated under the
Societies Act of the Northwest
Territories.

est en ce jour constituée en personne morale en
vertu de la *Loi Sur Les Sociétés* des Territoires
du Nord-Ouest

Date of Incorporation
Date de la constitution

2010-01-11



DIRECTOR OF SOCIETIES
REGISTRAR DES SOCIÉTÉS



**SOCIETIES ACT
APPLICATION FOR
INCORPORATION**

| | |
|---|-----------|
| FILED - DÉPÔT | |
| No.: | 1776 |
| Date: | Jan 11/00 |
| REGISTRAR OF CORPORATIONS REGISTRAIRE DES SOCIÉTÉS | |

We hereby declare that we desire to have a society incorporated under the *Societies Act* and that

CONSTITUTION

1) the name of the Society is: YELLOWKNIFE CLIMBING CLUB

2) the objects of the Society are:

- ° TO DEVELOP THE SPORT OF CLIMBING, BOTH OUTDOOR AND INDOOR, IN THE YELLOWKNIFE AREA FOR CLIMBERS OF ALL EXPERIENCE LEVELS.
- ° TO INVESTIGATE, PROMOTE, AND EVENTUALLY ACHIEVE AN INDOOR CLIMBING FOR USE BY YELLOWKNIFERS.
- ° TO PROVIDE CLIMBING EDUCATIONAL OPPORTUNITIES.

3) the operations of the Society are to be chiefly carried on in:

(Name of community) YELLOWKNIFE

BYLAWS

1. **Terms of Admission:** All individuals are eligible for admission to membership in the Society on payment of the membership fee.
2. **Rights of Members:** All members of the Society will have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.
3. **Obligations of Members:** Each member must pay an annual membership fee at such time and in such amount as is determined by the members at each annual general meeting.
4. **Withdrawal and Expulsion of Members:**
 - a) Any member may withdraw from membership in the Society by notice in writing to the Secretary.
 - b) Any member whose conduct is considered detrimental to the Society or who is more than thirty days in default in paying annual dues may be expelled by a resolution passed by a majority of the directors of the Society.
5. **Meetings:**
 - a) An annual general meeting of the Society must be held between 31 and 180 days after the date of the fiscal year end;
 - b) General meetings of the Society are held at the call of the President;
 - c) Any ten members may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen days after receipt of such request;
 - d) Notice of any general or special meeting must be given at least seven days prior to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations and/or by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at such meeting;
 - e) Thirty (30)% of the paid up members constitutes a quorum at all meetings;
 - f) If the President or Vice-President is not present at a meeting, the meeting will elect a Chairman for the purposes of that meeting only;
 - g) Each member is entitled to one vote on any motion or resolution at all meetings.
6. **Directors:**

- a) Until the first annual general meeting, the subscribers to the Application and Bylaws are the directors of the Society;
- b) There must be between 3 and 12 directors elected from among the members of the Society at the first and each subsequent annual general meeting;
- c) The directors may appoint chairpersons to head necessary committees, who are responsible to the directors and who will hold the designated offices until the next annual general meeting;
- d) A majority of directors may appoint any member of the Society to fill a vacancy in their numbers and any director so appointed holds office for the unexpired portion of the term of the director he or she replaces;
- e) The directors are responsible for conducting the affairs of the Society in accordance with its objects, bylaws and the *Societies Act*;
- f) A majority of directors will constitute a quorum at any director's meeting;
- g) Any director may be expelled by a 2/3 majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in these Bylaws;
- h) Directors or other officers will be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.

7. Officers:

- a) The directors from their own number must, at their first meeting after incorporation and at their first meeting after the annual general meeting in each succeeding year, elect a President, Vice-President, Secretary, Treasurer and such other officers as are deemed necessary;
- b) Such officers hold office until the conclusion of each annual general meeting at which time a meeting of the newly elected directors will be convened to elect their successors;
- c) The President presides at all meetings of the members and of the directors. The President is responsible for the general management and supervision of the affairs and operations of the Society;
- d) The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings;
- e) The Treasurer is responsible for keeping full and accurate accounts of all

receipts and disbursements of the Society;

- f) The Vice-President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences;
- g) The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.

8. **Borrowing Powers:** The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

9. **Disposal of Funds:**

- a) All monies received by or on behalf of the Society must be deposited in the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada;
- b) All disbursements from the trust bank account must be made by cheques signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

10. **Auditor:**

- a) At the annual general meeting an auditor may be elected for the ensuing year;
- b) At each annual general meeting an annual financial statement containing:
 - i) the assets and liabilities of the Society in the form of a balance sheet, and
 - ii) receipts and disbursements of the Society since the date of incorporation or the date of the previous financial statement

And signed by the auditor, or by two directors if there is no auditor, must be presented for the inspection of the members.


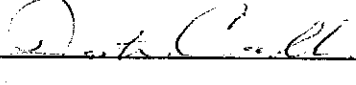
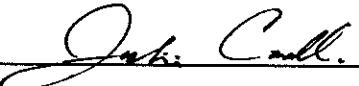
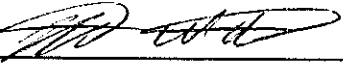
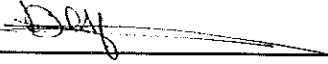
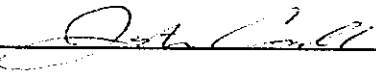




11. **Seal and Signing Authority:**

- a) If using a seal, the seal of the Society must include the name of the society in a circle around the word "SEAL"
- b) The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director;
- c) The Secretary and at least one other director have the authority to sign

instruments or documents on behalf of the Society.

12. **Minutes of Meetings, Books and Records:** All books and records of the Society must be open to the inspection of the members at each annual general meeting.
13. **Fiscal Year:** The fiscal year of the Society ends on the 31 (day) of AUGUST (month) of each year.
14. **Distribution of Assets:** The Society may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Society, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.
15. **Arbitration:** Any dispute arising in the circumstances set out in section 7 of the *Societies Act* must be decided by arbitration under the *Arbitration Act*.

In witness whereof we have subscribed our names to this application, consisting of the constitution and bylaws of the society, this 15 day of NOVEMBER, 2009.

| APPLICANTS | WITNESSES |
|---|--|
| <p>Name: <u>Melanie Kernacki</u> Postal and Physical Address: <u>PO. 11089</u> <u>Yellowknife, NT X1A 3X7</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>TSD Sport Consultant</u></p> | <p>Name: ## <u>JUSTIN CARROLL</u> Postal and Physical Address: <u>APT. 305, 4917 - 54 AVE</u> <u>YK, NT</u> <u>X1A 1H6</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>ELECTRICAL ENGINEER</u></p> |
| <p>Name: <u>JUSTIN CARROLL</u> Postal and Physical Address: <u>APT. 305, 4917 - 54 AVE</u> <u>YELLOWKNIFE, NT</u> <u>X1A 1H6</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>ELECTRICAL ENGINEER</u></p> | <p>Name: <u>Robert Warburton</u> Postal and Physical Address: <u>609 5300 - 49st.</u> <u>Yellowknife, NT X1A 3G5</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>Rec. Officer</u></p> |
| <p>Name: <u>BEYRONO christian.</u> Postal and Physical Address: <u>4317 av 51st av 103 av</u> <u>X1A 1H6 YELLOWKNIFE</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>Pilot</u></p> | <p>Name: <u>JUSTIN CARROLL</u> Postal and Physical Address: <u>APT. 305 4917 - 54 AVE</u> <u>YK, NT</u> <u>X1A 1H6</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>ELECTRICAL ENGINEER</u></p> |
| <p>Name: <u>Robert Warburton</u> Postal and Physical Address: <u>609 5300 - 49st.</u> <u>Yellowknife, NT X1A 3G5</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>Recreation officer</u></p> | <p>Name: <u>JUSTIN CARROLL</u> Postal and Physical Address: <u>APT. 305 - 4917 - 54 AVE</u> <u>YK, NT</u> <u>X1A 1H6</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>ELECTRICAL ENGINEER</u></p> |
| <p>Name: <u>Eric Frenette</u> Postal and Physical Address: <u>463 Norseman Dr</u> <u>Yellowknife, NT</u> <u>X1A 2J1</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>Senior Financial Advisor</u></p> | <p>Name: <u>JUSTIN CARROLL</u> Postal and Physical Address: <u>APT. 305, 4917 - 54 AVE</u> <u>YK, NT</u> <u>X1A 1H6</u></p> <p>Signature: <u></u></p> <p>Occupation: <u>ELECTRICAL ENGINEER</u></p> |



SOCIETIES ACT
NOTICE OF REGISTERED OFFICE
LOI SUR LES SOCIÉTÉS
AVIS DE DÉSIGNATION DU
BUREAU ENREGISTRÉ



| | |
|---|-----------|
| FILED - DÉPOSÉ | |
| No.: SOC | 1776 |
| Date: | Jun 11/10 |
| REGISTRAR OF SOCIETIES RÉGISTRARE DES SOCIÉTÉS | |

NOTE: Every society is required to file a new notice when the address of the registered office changes.

REMARQUE: Toute société est tenue de déposer un nouvel avis en cas de changement d'adresse.

Name of society
Dénomination de la société

YELLOWKNIFE CLIMBING CLUB.

Postal and street address of registered office (including postal code)
Adresse du bureau enregistré (y compris le code postal)

APT. 305 - 4917 - 54 AVE
YELLOWKNIFE, NT
X1A 1H6.

DATED THIS 19 DAY OF NOVEMBER.
FAIT CE 19 JOUR DE NOVEMBRE.

SIGNATURE

SECRETARY.
TITLE (Director or Officer)
TITRE DU POSTE (Administrateur ou dirigeant)