

BY-LAWS OF THE CANADIAN SHUFFLEBOARD CONGRESS

CORPORATE SEAL

1. The seal (which will be acquired after incorporation) shall be the seal of the CANADIAN SHUFFLEBOARD CONGRESS.

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
4. A member may withdraw from the membership of the Corporation by tendering his or her resignation in writing to the Board of Directors or may be suspended by a resolution passed by 75% of those Directors present at a properly called meeting of the Board of Directors. General members may be suspended, under due cause, by a resolution passed by 75% of those Directors present at a properly called meeting of the Board of Directors. The decision of the Board of Directors to suspend any member, will stand until ratified at the next regularly called general meeting.
5. The Head Office of the Corporation shall be in REGINA, SASKATCHEWAN. The head office is effected only by by-law sanctioned by two-thirds of the members in accordance with Section 24 of the Canada Corporations Act.

BOARD OF DIRECTORS

6. The property and business of the Corporation shall be managed by a Board of four (4) Directors of whom three (3) shall constitute a quorum.
7. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall be for one (1) year.
8. Successors to the first Directors shall be elected for a term of one (1) year by the members at an Annual Meeting of members.
9. The office of Director shall be automatically vacated:
 - a) If a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - b) If he is found to be a lunatic or become of unsound mind;
 - c) If at a special general meeting of members, a resolution is passed by 75% of the members present at the meeting that he be removed from office;
 - d) On death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors will fill the vacancy by the member of the Board of Directors next in line.

10. In the event the vacancy caused the Board of Directors to have less than four (4) Directors, the Board of Directors shall appoint a Director from the ranks of the general membership to fulfil the duties of the vacancy for the remainder of the term.
11. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that thirty (30) clear days' notice of such meeting shall be sent in writing to each Director, provided there shall be at least one (1) meeting per year of the Board of Directors.
12. Directors and Voting Committee members as such, shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession, may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.
13. At the first meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the letters patent of the Corporation as provided for in Paragraph 7 hereof.
14. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
15. The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be ratified by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

16. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their 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:

- a) All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, 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 or in respect of any such liability;
- 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.

VOTING COMMITTEE

17. The Board of Directors may provide for the creation of a Voting Committee which shall comprise of one delegate from each of the affiliated provincial associations, such delegate to be the President of each of the said associations, or any other person duly elected at a special meeting of the individual provincial body.
18. The Voting Committee will be the only voting members eligible to vote at a duly called general meeting of the Corporation. The elected Board of Directors shall run the general meeting but will not have a vote except when the voting delegates are in a deadlock. The Board of Directors shall have one vote only. The agenda of the general meeting of the Corporation will be sent to each member of the Voting Committee thirty (30) days prior to said general meeting.
19. In the event of the resignation, death or non-residence of a member of the Voting Committee, the vacancy shall be filled by appointment by the Provincial Board of Directors.

POWERS OF DIRECTORS

20. The Directors of the Corporation may administer 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 do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
21. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of CANADIAN SHUFFLEBOARD CONGRESS in accordance with such terms as the Board of Directors may prescribe.
22. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies,

gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

OFFICERS

23. The officers of the Corporation shall be a President, 1st Vice-President, 2nd Vice-President and Secretary-Treasurer, and any such other officers as the Board of Directors may by by-law determine including but without restricting the foregoing, an Executive Secretary.

24. All officers shall be elected at the Annual Meeting of the members.

25. The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

26. All officers shall be Directors of the Corporation and they shall cease to be officers if they cease to be Directors or if they are removed by a majority of the Board of Directors.

27. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

28. The 1st Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

29. The Secretary-Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

30. The Secretary-Treasurer may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give

or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver 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.

31. 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 required of them.

EXECUTION OF DOCUMENTS

32. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The President and Secretary-Treasurer will be the signing authority strictly for accounts payable. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

*JAS AP
JK*

PREPARATION AND CUSTODY OF MINUTES, BOOKS AND RECORDS

33. The Secretary-Treasurer or some other officer specially charged by the Board of Directors with that duty, shall maintain and have charge of the minute books of the Corporation and shall record or cause to be recorded therein, minutes of proceedings of all meetings of members and Directors.

MEETINGS

34. The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or at any place as the Board of Directors may determine and on such day as the said Directors shall appoint.

35. 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 at any meeting of the members. The Board of Directors or the President or 1st Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation.

36. It is the responsibility of the Board of Directors to carry out the wishes of the Voting Committee. All general meetings are open to the

general membership with all rights and privileges except the final vote on any motion shall be made only by the elected delegate to the Voting Committee.

37. Thirty (30) days' prior written notice shall be given to each voting member of any annual or special general meeting of members. Voting members present in person at a meeting shall constitute a quorum. Each voting member present at a meeting shall have the right to exercise one vote.

MINUTES OF BOARD OF DIRECTORS AND VOTING COMMITTEE

38. The books and records of the Corporation may be inspected by any member of the Corporation at the Annual Meetings provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same. Each member of the Board of Directors shall at times have access to such books and records.

VOTING OF MEMBERS

39. At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

40. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be at the general meeting held in October of each year.

41. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

AMENDMENT OF BY-LAWS

42. The By-laws may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than 75% of such members entitled to vote as are present in person, at a general meeting of which thirty (30) days' written notice specifying the intention to propose the resolution as a special resolution has been duly given. The repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained, in pursuance of subsection 155 (2) of the Canada Corporations Act.

AUDITORS

43. The members shall at each Annual Meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual Meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

44. 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.

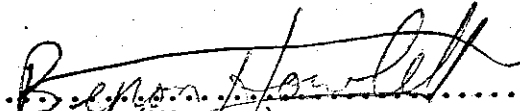
RULES AND REGULATIONS

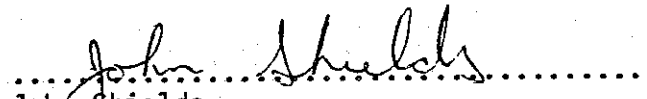
45. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual Meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

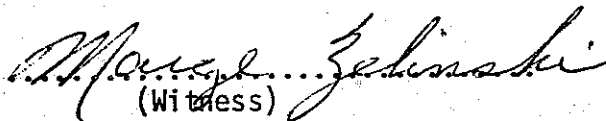
46. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall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

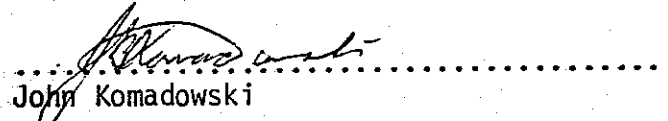
IN WITNESS WHEREOF, I have hereunto set my hand at the City of Calgary, in the Province of Alberta, this 4 Day of March, A.D. 19 82.


.....
(Witness)

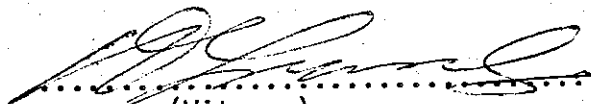

.....
John Shields

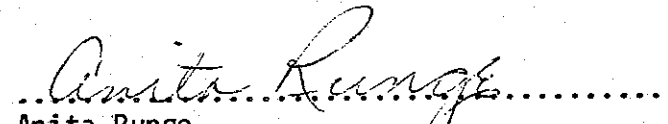
IN WITNESS WHEREOF, I have hereunto set my hand at the City of Winnipeg, in the Province of Manitoba, this 19 Day of MARCH, A.D. 19 82.


.....
(Witness)

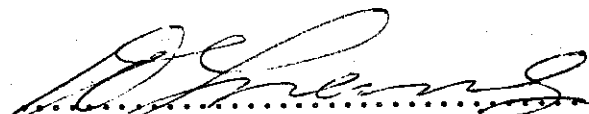

.....
John Komadowski


IN WITNESS WHEREOF, I have hereunto set my hand at the City of Regina, in the Province of Saskatchewan, this 8 Day of March, A.D. 19 82.


.....
(Witness)


.....
Anita Runge

IN WITNESS WHEREOF, I have hereunto set my hand at the City of Regina, in the Province of Saskatchewan, this 8th Day of March, A.D. 19 82.


.....
(Witness)


.....
Al Runge