

## **RESOLUTIONS OF THE BOARD OF DIRECTORS**

**Resolution in writing** of the board of directors of Lindsay Rugby Football Club Inc., (the "Corporation") dated this 23rd day of February, 2014.

### **BACKGROUND:**

- A. The Corporation is a corporation organized and operating under the laws of the Province of Ontario.
- B. The Corporation wishes to open an account with a certain financial institution.
- C. The directors have determined that it is in the best interest of the Corporation to set the signing officers of the Corporation for its various accounts.
- D. The Corporation wishes to borrow money for the business requirements and purposes of the Corporation.
- E. The directors wish to dispense with the requirement of an auditor for the Corporation.
- F. The directors have determined that it is in the best interest of the Corporation to appoint certain officers for the Corporation.
- G. The directors have determined that it is in the best interest of the Corporation to remove certain persons as officers of the Corporation.
- H. The Corporation wishes to appoint a new director of the Corporation.
- I. The directors consider that it is in the best business interest of the Corporation to change the place in which the registered office of the Corporation is situated.
- J. The directors consider that it is in the best business interest of the Corporation to change the registered agent.
- K. The directors consider that it is in the best business interest of the Corporation to enter into a certain contract.
- L. The directors consider that it is in the best interests of the Corporation to retain Beukeboom Construction Kei LIn Roofing, Lindsay Glass, Brad Johnston Heating, Endicott Fuels, of Lindsay Ontario as an independent contractor.
- M. The directors consider that it is in the best interests of the Corporation to employ the services of Steve Lamb.

- N. The directors have determined that it is in the best interest of the Corporation to purchase a certain asset.

**IT WAS RESOLVED THAT:**

1. The Corporation is authorized to open a General current (the "Account") with Bank of Montreal (the "Institution") and the following Corporate agents (the "Designated Signers") are authorized to sign for and on behalf of the Corporation any and all checks, drafts or other orders with respect to funds of the Corporation in this Account:

Alison Westrop, and John Carr.

The Designated Signers are authorized to transact any and all other business with the Institution deemed by the Designated Signers to be reasonable and advisable except the borrowing of money or the obtaining of credit in any form or the use of any of the assets of the Corporation as any type of security or collateral. The Secretary of the Corporation is directed to communicate this authority and the relevant signatures to the Institution, and to ensure proper enforcement of this resolution.

2. The following individual is appointed and confirmed as signing officer for the Corporation for a term of one year or until replaced and is authorized to manage bank accounts that have been established for the benefit of the Corporation:

Dennis Newman.

3. The officers of the Corporation are authorized to procure a loan or loans, for the purposes of the Corporation, from Ted Twohey, an amount not to exceed in the aggregate \$50,000.00 CAD and under terms and conditions that are deemed reasonable and in the best interest of the Corporation. The officers are authorized to pledge as security for this loan or loans, any assets of the Corporation as are deemed reasonable and in the best overall interest of the Corporation.
4. The Corporation will not require an audit for the most recent fiscal year ended and an auditor will not be appointed for the Corporation for the upcoming year.
5. The following individual is appointed and confirmed as an officer of the Corporation for a term of one year or until replaced:

Brodie Bowins: Junior Development Officer .

6. Doug Milne is removed as Junior Development Officer of the Corporation effective immediately for the following cause:

Personal time insufficient to give it a good job, better someone already involved in youth programs at the club take over.

The office of Junior Development Officer is now vacant.

7. Brodie Bowins is appointed as director of the Corporation until the next annual general meeting of the shareholders. The Secretary of the Corporation is authorized to perform all tasks as are necessary to give effect to this appointment.

8. The Registered Office of the Corporation currently located at:

Box 999 87 Queen Street, Fenelon Falls, K0M1G0

will be changed to:

67 Vince Jones Road, Lindsay, On K9V 4R5

and the Secretary is instructed to insert a copy of the notice effecting this change in the Corporation's Registered Office in the Minute Book of the Corporation and to perform any other tasks that may be required by law to facilitate this change.

9. The Registered Agent of the Corporation is currently:

Vince Jones  
Victoria Avenue, Lindsay On K9V 6E2

The new Registered Agent will be:

Dennis Newman  
1 Applewood Cres, Lindsay On, K9V

and the Secretary is instructed to insert a copy of the notice effecting this change in the Corporation's Registered Agent in the Minute Book of the

Corporation and to perform any other tasks that may be required by law to facilitate this change.

10. The officers and directors are authorized to enter into the following contract (the "Contract"):

Loan by Ted Twohey to Lindsay Rugby Club for \$50000 in 2011 at a repayment rate of \$1000 each month until dismissed.

Loan by Ted Twohey to Lindsay Rugby Club for \$50 in 2013 at a repayment rate of 1250 each month until dismissed, ( total repayment schedule now at \$83 total.

Any one officer or director is authorized to execute the Contract on behalf of the Corporation.

11. The officers and directors are authorized and directed to execute a contract agreement with the contractor Beukeboom Construction Kei Lin Roofing, Lindsay Glass, Brad Johnston Heating, Endicott Fuels, of Lindsay Ontario as an independent contractor for the following purpose: to renovate and repair the main buildings at 67 Vince Jones Road , K9V 4R5.
12. The officers and directors are authorized and directed to execute an employment agreement with Steve Lamb for the position of Head Coach Mens Team.
13. The officers of the Corporation are authorized, empowered and directed to purchase the following asset for the best price obtainable and under terms and conditions that are deemed reasonable and in the best interest of the Corporation:  
  
Part Lot 18 Con 9 , 67 Vince Jones Road, Lindsay ON.  
  
The maximum authorized expenditure for this asset, inclusive of all taxes, brokerage fees and commissions, is \$250,000.00 CAD. The officers and directors of the Corporation are authorized to take whatever action deemed necessary to ensure the reasonable and proper execution of the agreement of sale for this asset.
14. Any one director or officer of the Corporation is authorized to sign all documents and perform such acts as may be necessary or desirable to give effect to the above resolutions.

15. The Secretary of the Corporation is directed to update the minute book of the Corporation, as appropriate.

16. This resolution may be executed in counterparts. Facsimile or scanned signatures are binding and are considered to be original signatures.

Dated in the Province of Ontario on the 23rd day of February, 2014.



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(Signature)  
Alison Westrop

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(Signature)  
Robert Brouwer

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(Signature)  
John Carr

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(Signature)  
Dennis Newman

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(Signature)  
Brett Moxley

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(Signature)  
Amanda Pascoe

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(Signature)  
Glenn Smallwood

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(Signature)  
Brodie Bowins