

## BY-LAWS OF THE ELMRIDGE PARK TENNIS CLUB

### 1 . CONDITIONS OF MEMBERSHIP

- 1.1. Fees and Conditions of Membership shall be determined from time to time as required by the Board.
- 1.2. Any member may withdraw by delivering to the Board a written resignation and lodging a copy of the same with the secretary of the Board.
- 1.3. Any member may be required to resign by a vote of three- quarters (3/4) of the members at an annual meeting.

### 2 . BOARD OF DIRECTORS

2.1. The property and business of the organization shall be managed by a board of a minimum of eight (8) directors to a maximum of twelve (12) directors of whom five (5) shall constitute a quorum. Directors must be individuals, 18 years of age or older, with power under law to contract. Directors must be members of the Elmrige Park Tennis Club. Full-time or part-time staff of the organization may not serve as Directors.

2.2. The office of director shall be automatically vacated:

- 2 . 2 . 1 . if a director has resigned their office by delivering a written resignation to the secretary of the organization;
- 2 . 2 . 2 . if a director is found by a court to be of unsound mind;
- 2 . 2 . 3 . if a director becomes bankrupt or suspends payment or compounds with his creditors;
- 2 . 2 . 4 . if at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that a director be removed from office;
- 2 . 2 . 5 . on death;

2.3. The Directors shall be elected for a term of one year and may serve successive terms if re-elected.

- 2 . 3 . 1 . if a director misses all meetings of the board of directors, either in person or by other accepted communications facilities, for a period of three consecutive months or three consecutive meetings, whichever time period is longer;

2.4. Any vacancy on the board may be filled by appointment by a majority vote of the board of directors until the next Annual General Meeting. At that time, the members shall elect a director to fill the remaining years of the term. The candidate with the most votes shall receive the longest term until all positions are filled.

2.5. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours' notice of such meeting shall be given, other than by mail, to each director.

2.6. There shall be at least two (2) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the organisation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

2.7. Each director is authorized to exercise one (1) vote.

2.8. If all the directors of the organisation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a

meeting by such means is deemed to be present at the meeting.

2.9. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from a director position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

### 3 . AGENTS AND EMPLOYEES

3.1. The board or 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.

3.2. A reasonable remuneration for all officers, agents and employees and committee members may 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 confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

### 4 . INDEMNITIES TO DIRECTORS AND OTHERS

4.1. Every director or officer of the organisation or other person who has undertaken or is about to undertake any liability on behalf of the organisation 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 organisation, from and against:

4.2. all costs, charges and expenses 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 them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

4.3. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

## 5. EXECUTIVE COMMITTEE

5.1. The board of directors may appoint an Executive Committee for such purposes and with all such powers as the board of directors may determine from time to time. Executive Committee members must be members of the Elmrige Park Tennis Club.

5.2. provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy

5.3. The office of an Executive Committee member shall be automatically terminated:

5.3.1. if an executive committee member has resigned their office by delivering a written resignation to the secretary of the organisation;

5.3.2. if an executive committee member is found by a court to be of unsound mind;

5.3.3. if an executive committee member becomes bankrupt or suspends payment or compounds with his creditors;

5.3.4. if at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that an executive committee member be removed from office;

5.3.5. on death;

## 6. POWERS OF DIRECTORS

6.1. The directors of the organisation may administer the affairs of the organisation in all things and make or cause to be made for the organisation, in its name, any kind of contract which the organisation 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 organisation is by its charter or otherwise authorized to exercise and do.

6.2. The directors shall have power to authorize expenditures on behalf of the organisation from time to time and may delegate by resolution to an officer or officers or executive committee of the organisation the right to employ and pay salaries to employees. 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 the organisation in accordance with such terms as the board of directors may prescribe.

## 7. OFFICERS

7.1. The officers of the organisation shall be a president, vice president, treasurer, secretary and any such other officers as the board of directors may determine. Any two offices may be

held by the same person. Officers need not be directors, but must be members.

7.2. Officers shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members in which the directors are elected.

7.3. The officers of the organisation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead.

7.4. Officers shall be subject to removal by resolution of the board of directors at any time.

## 8. DUTIES OF OFFICERS

8.1. The president shall be the chief executive officer of the organisation.

8.2. The president shall preside at all meetings of the organisation and of the board of directors.

8.3. The president shall have the general and active management of the affairs of the organisation.

8.4. The president shall see that all orders and resolutions of the board of directors are carried into effect.

8.5. The 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 them by the board of directors.

8.6. The treasurer shall have the custody of the funds and securities of the organisation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organisation in the books belonging to the organisation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the organisation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the board of directors from time to time.

8.7. The treasurer shall disburse the funds of the organisation 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 organisation.

8.8. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

8.9. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the organisation 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. The secretary shall give or cause to be given notice of all meetings of the members

and of the board of directors, all shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be.

8.10. The duties of all other officers of the organisation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### 9. EXECUTION OF DOCUMENTS

9.1. Contracts, documents, financial undertakings or any instruments in writing requiring the signature of the organisation, shall be signed by any two signing officers as designated by resolution of the board.

9.2. All contracts, documents, financial undertakings and instruments in writing so signed shall be binding upon the organisation without any further authorization or formality.

9.3. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the organisation to sign specific contracts, documents, financial undertakings and instruments in writing.

9.4. The directors may give the organisation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the organisation.

#### 10. MEETINGS

10.1. The annual or any other general meeting of the members shall be at the club house of the organisation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint.

10.2. The members may resolve that a particular meeting of members be held outside Canada.

10.3. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements shall be presented.

10.4. The members may consider and transact any business either special or general at any meeting of the members.

10.5. The board of directors or the president or either vice- president shall have power to call, at any time, a general meeting of the members of the organisation.

10.6. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

10.7. Fifteen (15) members present in person at a meeting will constitute a quorum.

10.8. Fourteen (14) days' notice of any annual or special general meeting of members shall be posted at the club house.

10.9. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

10.10. Each voting member present at a meeting shall have the

right to exercise one vote.

10.11. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of the members.

10.12. Members wishing to have special business transacted at a general meeting shall present the business and supporting information to board of directors at least forty-eight (48) hours in advance of the meeting.

10.13. Special business includes:

10.13.1. motions requiring the resignation of a member (requires 3/4 of votes);

10.13.2. motions requiring the resignation of a director (requires 2/3 of votes);

10.13.3. amendment of By-Laws (requires majority of directors and 2/3 of votes at the next annual general meeting)

10.13.4. motions recommending rules and regulations to the board of directors (requires majority of votes).

10.14. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the organisation shall invalidate such meeting or

10.15. make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

10.16. The annual general meeting of the membership shall take place in the autumn prior to the close of the outdoor tennis season.

## 11. VOTING OF MEMBERS

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

## 12. FINANCIAL YEAR

12.1. Unless otherwise ordered by the board of directors, the fiscal year-end of the organisation shall be December 31.

## 13. COMMITTEES

13.1. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

## 14. AMENDMENT OF BY-LAWS

14.1. The by-laws of the organisation not embodied in the letters patent may be repealed or amended by a by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and

Corporate Affairs has been obtained.

15. BOOKS AND RECORDS

15.1. The directors shall see that all necessary books and records of the organisation required by the by-laws of the organisation or by any applicable statute or law are regularly and properly kept.

16. RULES AND REGULATION

16.1. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the organisation 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 organisation 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.

17. INTERPRETATION

17.1. In these by-laws and in all other by-laws of the organisation 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 organisations.

September 10, 1981