

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

QUAKER PARK TENNIS CLUB

(the "Corporation" or "Club")

Section 1 – General

1.01 Definitions: In this by-law, unless the context otherwise requires:

1. "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Articles" means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "Board" means the board of directors of the Corporation;
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
5. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
6. "Elected Office" shall mean an office that is to be elected directly by the Members pursuant to Section 5.1;
7. "Elected Officer" shall mean an individual elected to an Elected Office;
8. "General Manager" means the general manager of the Corporation, being the most senior employee of the Corporation;
9. "Landlord" means Kawartha Credit Union;

10. "Member" means an individual who is member of the Corporation as per Section 8;
11. "Members" means the collective membership of the Corporation;
12. "Officer" means an officer of the Corporation;
13. "Spouse" shall mean an individual who is married to a Member or is the common-law partner of a Member; and
14. "Voting Members" shall mean those Members who belong to a class of Membership that permits them to vote, being: Adult, Student, Special and Honorary Members.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two the Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer instructed by the board may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term and Number

The Directors shall be elected at the fall general meeting by the Members (“Annual General Meeting”). The term of office of the Directors shall be one (1) year, commencing on January 1 of the following year to December 31 of that year or until their successors are elected or appointed.

Subject to the Act, the Articles, and/or a special resolution of the Members, the Board shall consist of a minimum of five (5) Directors and a maximum of ten (10) Directors. The Members may pass a Special Resolution to permit the Directors to determine the number of Directors within the range.

The Officers elected pursuant to section 5.01 to an Elected Office (to the offices of President, Treasurer, Secretary, Property and Membership) shall be a Director by virtue of their office. In the event that the number of Directors on the Board is five (5), no additional Directors shall be elected once the Officers have been elected to the Elected Offices. In the event the number of Directors is greater than five (5), additional Directors shall be elected once the Elected Offices have been filled.

In addition to the qualifications to serve as a Director under the Act, an Elected Officer and/or Director must also be a Member. Notwithstanding the foregoing, an Elected Officer and/or Director who ceases to be a Member during their term in office shall be entitled to serve the remainder of their term unless terminated earlier in accordance with Section 2.02. Unless such individual is readmitted for Membership, they shall not be eligible for re-election.

2.02 Vacancies

The office of a Director and their Elected Office, if any, shall be vacated immediately:

1. If the Director resigns office by written notice to the President, which resignation shall be effective at the time it is received by the President or at the time specified in the notice, whichever is later;

2. if the Director dies;
3. If a Director becomes bankrupt;
4. If the Director is found to be incapable of managing property by a court or under Ontario law;
5. If, at a Meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, or, if applicable, these by-laws, the Directors in office shall, without delay, call a special meeting of Directors to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Director;
3. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

The Directors and Officers shall serve as such without remuneration. Notwithstanding the foregoing, the Directors and Officers who have served for a full Term shall be entitled to have their user fees discounted as determined by the Directors. In addition to the foregoing, Directors and Officers may be reimbursed for reasonable expenses they incur in the performance of their duties.

2.06 Powers

Subject to the Act, the Directors shall manage and/or supervise the affairs and activities of the Corporation. Without limiting the generality of the foregoing, the Directors shall have the authority to make policies and rules governing the use of the Corporation's facilities and the conduct of the Members.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Agency, for such consideration and upon such terms and conditions as they may deem advisable.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Officers at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 President as Chair

The President shall chair all Board meetings. In the absence of the President, the Vice-President shall act as Chair. In the absence of both the President and Vice-President, the Board shall point another Director to act as Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair shall not have a vote unless it is required to break a tie. If requested by a Director, a vote on any matter shall be recorded, with the vote of each Director being documented in the Minutes indicating their assent or dissent. Directors who have been recused due to a declared conflict of interest shall not be eligible to vote and their vote will not be entered into the minutes.

All votes at any Board Meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken by show of hands to indicate assent or dissent. A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors agree, a Director may participate in a meeting of the Board or of a committee of the Board by electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. No one who is not a Director shall be entitled to attend a Board Meeting unless that person is invited to attend the Board Meeting by the Directors.

3.07 Quorum

A quorum for the transaction of business at a meeting of the Directors is a majority of the Directors.

Section 4 – Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on **December 31st** in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Cheques, Etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two (2) such officers or agents may endorse notes or drafts for collections on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two (2) such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the Bank's forms or settlement of balances and release or verification slips.

4.04 Borrowing

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; and/or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises

and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time, the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

4.05 Deposit of Securities for Safe Keeping

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time only upon the written order of the Corporation signed by such officers, or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions may be so selected as custodians of the Board of Directors and shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 5 – Officers

5.01 Officers

The Members shall elect the following Officers at each Annual General Meeting: President, Treasurer, Secretary, Property and Membership. In the event that the Members fail to elect an individual to fill an Elected Office, or if an Elected Office is vacated, then the Board shall appoint from among the Directors an individual to fill the Elected Office until the next Annual General Meeting. The Board shall appoint a Vice-President and may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them.

5.04 Duties of the President

The President shall, when present, chair all meetings of the members of the Corporation and of the Board of Directors. The President acts as the key contact and liaison between the Board and the General Manager. The President with the Vice President, Treasurer, Secretary or other officer appointed by the Board for the purpose shall sign all by-laws, Board policies, and other legal documents and agreements. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

5.05 Duties of the Secretary

The Secretary shall ensure that all books required by the Act, and such further records as may be required by the Board of Directors to be kept, are kept from time to time.

5.06 Duties of the Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/ her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.07 Duties of other Officers

The duties of all other officers of the Corporation shall be as such as the terms of their engagement call for or the Board of Directors requires of them.

5.08 Landlord Representative

The Landlord shall have the authority to appoint a representative, from time to time, who shall be entitled to receive notice of and attend all meetings of the Board. The Landlord representative shall not be entitled to vote at any meeting of the Board.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 No Benefit

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Subject to the Act and the Corporation's policies and procedures, a Director shall not participate in any discussion on any matter and/or vote on any matter if doing so would constitute a conflict of interest or if doing so would reasonably be perceived as a conflict of interest.

Section 8 – Members

8.01 Members

Subject to the Articles, there shall be Eight (8) classes of Members.

- 1) **Adult Membership:** shall be available to individuals who are at least eighteen (18) years of age and who are interested in furthering the purposes of the Club, have paid the applicable dues, and who have been admitted to membership by the Board;
- 2) **Student Membership:** shall be available to individuals who are currently full-time students, who, as of the first day of June of the current year, have just completed a year of study at a High School, College or University, who have not obtained permanent employment, have paid the applicable dues, and have been admitted to membership by the Board. Notwithstanding the foregoing, the Board may make special consideration for individuals and not require strict compliance with the foregoing for individuals on a case-by-case basis.
- 3) **Honorary Membership:** awarded to individuals who have been long-standing Members, have served on the Board and contributed substantially to the Club's welfare provided:
 - a. they have been nominated for Honorary Membership by written submission to the President that has been signed by the at least twenty-five percent (25%) of the voting Members in good standing; and
 - b. 2/3s of the Voting Members present at a meeting of the Members have voted (by secret ballot) at a meeting to bestow the designation upon the Member.

Subject to the provisions of this By-law, the Honorary Membership will be effective for life and no membership dues will be payable by the Honorary Member.

- 4) **Half-Year Membership:** available to Individuals who are at least eighteen (18) years of age and who are interested in furthering the purposes of the Corporation, have paid the applicable half-year membership dues, and who have been admitted to membership by the Board. Half-Year memberships will be available after the first of August of any year for adult, student and junior members with payment of the applicable dues.

- 5) **Landlord Employee Member:** available to individuals who are interested in furthering the purposes of the Corporation, who are employees of the Landlord, their spouses or dependents, who have paid the applicable membership dues and have been admitted to membership by the Board.
- 6) **Junior Membership:** available to individuals who are of elementary school age and have not yet entered high school, have paid the junior membership dues and who have been admitted to membership by the Board. A junior member may book courts up to twenty-four hours in advance, but a junior member is not eligible to play in Club tournaments, round robins, socials or leagues, serve on the Board, or have a key to the gate/clubhouse. Junior Members shall not, except as required by the Act, be permitted to vote at any Meeting of the Members.
- 7) **Complimentary Membership:** shall be given to the General Manager and any assistants who are responsible for full-time teaching and maintenance at the Club or as deemed appropriate by the Board. Complimentary Members shall not, except as required by the Act, be permitted to vote at any Meeting of the Members.
- 8) **Special Membership:** Shall be available to individuals who are at least eighteen (18) years of age and who are interested in furthering the purposes of the Club, have paid the applicable dues, and who have been admitted to membership by the Board;

8.01.1 Trial Category

Participant privileges may be issued to non-Member individuals to encourage individuals to try playing tennis, learn the fundamentals of the game, and/or experience the Club before committing to becoming a Member. The Board may create such non-member categories as it deems appropriate. The eligibility requirements and rights attaching to such non-member categories shall be established by the Board, except that in no event shall such individuals be granted a club key, serve on the Board or be entitled to receive notice of and/or vote at any Meetings of the Members.

8.02 Membership Non-transferable; Expiration

Membership in the Corporation is not transferable. With the exception of Honorary Memberships, each Membership shall expire on the 31st day of March in each year. Any individual who desires to be a Member for the next year, may, commencing on March 1st of each year, apply for a new Membership to be effective on April 1st of each year, if

admitted prior to April 1st, or such date after April 1st in the event the individual is admitted to Membership following April 1st. Unless and until the Member has been issued a new Membership, such ex-member shall cease to be entitled to receive notice of a meeting of the members, to attend and/or vote at a meeting of the Members (as applicable).

8.03 Membership Dues

The Board may set membership dues to be paid by each class of Members (except for Honorary Members).

8.04 Removal or Discipline of Members

The Board may, at any time, revoke or suspend the membership of any Member of the Corporation for sufficient reason, including, but not limited to a violation of any policy and/or code of conduct of the Corporation, by Resolution of the Board at any meeting of the Board provided that, in such a case, the applicable Member shall be given at least 15 days' written notice of the proposed termination or suspension with reasons; and the member shall be given an opportunity to be heard by the Board, either orally or in writing not less than five days before the termination or suspension becomes effective.

In addition to the foregoing, the Board may immediately suspend the privileges of a Member to use the Club's facilities pending the outcome of any investigation into a violation of any policy or code of conduct of the Club.

8.05 User Fees In addition to membership dues, the Board may establish, and amend, as appropriate a fee schedule detailing the user fees to be paid by Members and/or guests ("Fee Schedule").

8.06 Termination of Membership

A membership in the Corporation is terminated:

- a. when the Member dies;
- b. when the Member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. if the member is expelled in accordance with Section 8.04 above or is otherwise terminated in accordance with the Articles or By-laws;
- d. if the member fails to pay their dues in accordance with Section 8.03;

- e. on March 31st of each year except in the case of an Honorary Member; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 9 - Members' Meetings

9.01 Annual General Meeting

The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Notice of Annual General Meeting

Subject to the Act, not less than 10 and not more than 30 days' written notice of any Annual General Meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.03 Quorum

A quorum for the transaction of business at a Members' meeting is 10% of the Members entitled to vote at the meeting, present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. This may occur if, for instance, a Member has had to leave a meeting early, or a Member has been recused due to a declared conflict of interest.

9.04 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act. Each Voting Member shall be entitled to one (1) vote. The Board shall determine the manner of voting (in person, electronic or any other manner allowed by the Act) on any items of business discussed at a general or special meeting of the members.

9.05 Requisitioned Meetings

Voting Members holding at least ten percent (10%) of the votes that may be cast at a Meeting of Members may requisition the Directors to call a special meeting of the Members in accordance with the Act, provided that the requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation. Upon receipt, the Board shall verify the membership status and signatures of the requisitioning Members before proceeding to call the requisitioned meeting.

9.06 Refusal to Call

Notwithstanding Section 9.05, the Board may refuse to call a meeting if the requisition relates to matters that enforce a personal grievance, do not significantly relate to the Corporation's affairs, or repeat proposals defeated within the last two years.

9.07 Timing for Requisitioned Meeting

Subject to the Act, and sections 9.05 and 9.06 above, the Board shall call a requisitioned Meeting of the Members within 21 days of the receipt of the requisition by the Directors and the registered office of the Corporation. The notice of the requisitioned Meeting of the Members shall be sent to each Member entitled to receive such notice and shall include the description of the business to be considered and/or transacted at the meeting. The requisitioned Meeting of the Members shall be held within fifty (50) days of the notice that is sent to the Members entitled to receive the notice.

Section 10 – Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members. In accordance with the Act, any

