

By-Law Number 1

A By-Law relating generally to the transaction of the affairs of Ottawa New Edinburgh Club Incorporated.

BE IT INACTED as a By-Law of OTTAWA NEW EDINBURGH CLUB INCORPORATED as follows:

1. Object

To establish a club for the members of the Corporation and to provide amenities for tennis, aquatic sports, and social activities.

2. Head Office

The Head Office of the Corporation shall be in the city of Ottawa, in the Province of Ontario.

3. Board of Directors

The affairs of the Corporation shall be managed by a Board of twelve Directors: Each Director shall be elected to hold office for two years with six members being elected in odd years and six members being elected in even years. Each Board member shall be eligible for re-election, if otherwise qualified. The election may be by a show of hands unless a secret ballot be demanded by any member.

3a. Transitional arrangements: in the implementation year (2015) at the annual general meeting six directors will be elected for one year terms and six directors will be elected for two year terms.

4. Powers of Directors

The Directors of the Corporation may administer the 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.

The Directors shall have the power to create an Executive Committee from among their own number comprised of not less than four members of whom two shall be the President and Vice-President and the Secretary or the Treasurer. Such Executive Committee shall report back for ratification concerning its actions to the Board of Directors at their next following duly constituted meeting.

The Directors shall have power to enact such regulations and are deemed necessary for the proper and efficient operation of the affairs of the Club, and shall post the same. The said regulations shall be binding on all members immediately following posting.

The Directors shall have power to create committees, as they deem necessary for the proper and efficient operation of the affairs of the Club.

5. Quorum and Meetings of Board of Directors

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places and at such time and upon such notice as it may from time to time determine. The first meeting of the board of directors shall be held each year immediately following the close of the annual general meeting.

6. Voting, Board of Directors

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of equality of votes, the Chairman, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

7. Vacancies, Board of Directors

All directors so elected shall serve for two years or until their successors shall have been elected. Any vacancy on the board of directors, however caused, may be filled by the directors from among the members of the corporation for the balance of the unexpired term.

8. Officers of the Corporation

There shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors. Any vacancy occurring in any office due to resignation or any other cause may be filled by the board for the balance of the unexpired term.

9. Duties of President and Vice-President

The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if 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.

10. Duties of Secretary

The Secretary shall be ex officio clerk of the board of directors. He or she shall attend all meetings of the board of directors, and of the members and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of all book, papers, records, corresponding contracts and other documents belonging to the Corporation which he or she shall deliver up 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, and he or she shall perform such other duties as may from time to time be determined by the board of directors. The Secretary may, with the advice and consent of

the board, appoint one or more members of the Corporation to act as assistants.

11. Duties of Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He or she shall disperse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required, and to the members annually, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer may, with the advice and consent of the board, appoint one or more members of the Corporation to act as assistants.

12. Executive of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President, and by either the Secretary or the Treasurer.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary or Treasurer, or by any person authorized by the board in a special resolution duly passed at a duly constituted meeting.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

13. Books and Records

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.

14. Remuneration of Directors

The directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

- a) Directors may be reimbursed for reasonable expense they incur in the performance of their director's duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than Directors, provided that the amount of any such remuneration or reimbursement is i) considered reasonable by the Board; ii) approved by the Board for payment by resolution before such payment is made; and iii) in compliance with the conflict of interest provisions of this by-law.

15. Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or a transaction, or proposed contract or transaction, with the Corporation shall fully disclose his or her interest. Except to provide information, no such director shall attend any part of a meeting of directors dealing with any such contract or transaction. No such director shall vote on any resolution to approve any such contract or transaction.

16. Directors and Officers Indemnity

The Directors and Officers of the Corporation, their heirs, executors, administrators, estates and effects respectively shall be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. All costs, charges, fees and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b. All other costs, charges, fees and expenses that they sustain or incur in or about or in relation to the affairs of the Corporation except such cost, charges, fees or expenses as are occasioned by their willful neglect or default.

17. Membership

To become a member an applicant shall:

- a. Be approved by the Executive Committee in accordance with the regulations enacted by the board of directors
- b. Pay the prescribed fee.

There shall be members who shall be entitled to vote and to hold office and act as a director of the Corporation; such members being 18-years of age or over.

Registered participants are non-members who are less than 18 years who have rights, which may be restricted, to club facilities, other non-members who participate in club programs, e.g., lessons, without being members, and certain coaches, instructors, and staff. Registered participants cannot vote or hold office or act as a director of the Corporation.

All members of the Corporation shall be bound by the rules and regulations of the Club and by this By-Law, otherwise they shall forfeit their membership. All registered participants shall be bound by the rules and regulations of the Club, otherwise they shall forfeit their rights to the use of Club facilities.

The membership year is from April 1 to March 31, e.g. the 2014 membership year is from April 1, 2014 to March 31, 2015.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by he or her to the Corporation prior to acceptance of his or her resignation.

18. Resignation of Members

A member may resign from membership at any time by giving to the Secretary notice thereof in writing. But any member resigned without having paid his fees for the then current year, or without having paid any other sums of money he or she may owe the Club shall be liable for the same.

19. Suspension and Expulsion

The Executive Committee may suspend or expel from the privileges of the Club any member whose conduct in their opinion merits such course. Any charge against a member shall be in writing and the member charged shall be notified forthwith and shall have an opportunity of replying to the charge.

20. Annual and Other Meetings of Members

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

The annual meeting shall be held within 30 days of the closing of the Club each season.

At every annual meeting, in addition to any other business that may be transacted; the report of the directors, the financing statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or the Vice-President shall have power to call at any time a general meeting of the members of the Corporation.

21. Notice of Any Annual and Other Meetings of Members

Notice of the time and place of any such meeting shall be given to each member by sending the notice by prepaid mail or e-mail, not less than 10 days and not more than 50 days before the time fixed for the holding of such meeting. Notice of each meeting must remind the Member of the right to vote by proxy.

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 Corporation shall invalidate such meeting or 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. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

22. Adjournments of Any Annual and Other Meeting of Members

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is reached.

23. Quorum of Members of Any Annual and Other Meeting of Members

A quorum for the transaction of business at any meeting of members shall consist of not less than 20 members, whether present or by proxy. 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.

24. Voting of Members at Any Annual and Other Meeting of Members

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her.

At all meetings of members every question shall be decided by a majority of the votes of the members, whether present or by proxy. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

25. Nominations of Directors

At least 30-days before each annual meeting, the Chairman shall, with the advice and consent of the Executive Committee, appoint a nominations committee consisting of three members of the Corporation.

The nominations committee shall meet and shall draw up a slate of nominees for directors, and shall recommend which of the nominees should hold each of the offices established. The nominations committee shall obtain consent of each nominee to serve. The slate of nominees shall be posted in the Club House at least ten-days prior to the annual meeting of members.

Additional nominees may be named by handing same to the Secretary, in writing, at least 5 days before the annual meeting. Such additional nominees shall be supported by the signatures of at least five members and shall carry the consent of the proposed nominee to serve.

26. Financial Year

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall end October 31st.

27. Fees and Dues

The board of directors shall after their election at the annual general meeting, and

prior to the ending of the calendar, establish the fees and dues to be payable for the club fiscal year, and the method of payment therefore.

Should any member not pay the fees chargeable to them in accordance with the methods prescribed by the board of directors, such member's name shall be posted and after elapse of five days, unless payment or explanation is made shall cease to be a member of the Club, and cease to enjoy the privileges of the Club.

28. Guests

Members may introduce guests to the Club premises subject to such restrictions and regulations as the Committee may from time to time make. Such guests shall be accompanied by the member introducing them who shall enter the names of such guests in a book to be provided for that purpose, and who shall be responsible for their conduct and for any liabilities incurred by them. No member may introduce the same guest more than three times during a season.

29. Reciprocal Arrangements with Other Clubs

Members of clubs incorporated for the same general purpose as this Corporation, may upon producing the proof of their membership in such club, be entered as guests of this Corporation in accordance with the regulations enacted from time to time by the board of directors.

30. Corporate Credit Cards

The Corporation is authorized to obtain corporate credit cards with an authorized credit limit for all cards totaling no more than ten thousand dollars.

31. Amendment to By-Laws

These By-Laws may be amended by a general meeting of members, provided

- a. That the amendment has been proposed by five members
- b. That a copy of the proposed amendment shall have been delivered to the Secretary of the Corporation
- c. That a copy of the proposed amendment has been posted for at least 10-days prior to the date of the general meeting
- d. That the amendment is approved by two-thirds of the members present at the general meeting.

32. Notice

Whenever, under the provisions of the By-Laws of the corporation, notice is required to be given; such notice may be given either personally or by e-mail, or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or her address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if by e-mail shall be held to be sent when the same was time stamped by the service provider. For the purpose of sending any notice the address of any member, director or officer, shall be his last address as recorded on the books of the corporation.

33. Interpretation

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.

PASSED by the BOARD of DIRECTORS and SEALED with the CORPORATE SEAL
this nineteenth day of May, 1965

AMENDMENTS PASSED, 1981

AMENDMENTS PASSED by the general membership this twenty sixth day of July,
2007.

AMENDMENTS PASSED by the general membership this twenty ninth day of October,
2014.

AMENDMENTS PASSED by the general membership this twenty first day of October,
2015

Revision date: October 23, 2015