

SIR WINSTON CHURCHILL PARK TENNIS CLUB

BYLAWS

ARTICLE ONE

Definitions

1.01 In this bylaw, all other bylaws and all resolutions of the Corporation:

- a) "Act" shall mean the Corporations Act of Ontario, as amended from time to time or any Act that may hereafter be substituted therefor;
- b) "Executive" shall mean the Executive members of the Corporation; and
- c) "Meetings of Members" shall include annual and general meetings;

Any other words which are used in the Act shall have the same meaning as in the Act.

ARTICLE TWO

Seal

2.01 Seal - The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE THREE

Members

3.01 Membership

- a) The initial membership for one year shall consist of the applicants for the incorporation of the Corporation, and such other individuals as are admitted at the discretion of the Executive, upon payment of the fee established by the Executive. Thereafter membership in the Corporation is on an annual basis and is open to residents within the boundaries that shall be established annually by the Executive. Residents outside these boundaries may be admitted at the discretion of the Executive, if openings are available. Existing members in good standing shall have priority for readmission as members for the following year(s).
- b) Membership is by way of payment of an annual fee. New members are required to pay an initiation fee, as well as an annual fee, in their first year of membership. The amount of fees shall be determined by the Executive, which may designate classes of membership, with fees to be adjusted accordingly.
- c) The Executive shall from time to time set and determine, as it deems appropriate, any additional rights or obligations as the case may be, attaching to the different classes of membership.
- d) The membership of the Corporation shall be limited to 1,000 adults and 250 juniors in each calendar year, or such other number as shall be determined by resolution of the Executive from time to time.
- e) An adult member means a person who is 18 years of age or older at the commencement of the calendar year that such person is admitted as a member or renews his membership.
- f) A junior member means a person who is 17 years of age or younger at the commencement

- of the calendar year that such person is admitted as a member or renews his membership.
- g) Junior members do not have voting rights at the Annual General Meetings of the Members. Junior members shall not be entitled to sit as Executive members on the Executive Board. The cost of junior membership shall in all cases be inferior to that of adult membership by no less than 20%.
 - h) No member or applicant to the Corporation shall be ineligible by reason of race, creed or colour.

3.02 Revocation or Suspension of Membership - The Executive may by resolution revoke or suspend the membership of a Member for cause which shall include severe transgressions of the Corporation's Rules and Regulations, as contained in the Club Handbook, as modified from time to time, subject to the following:

- a) The Secretary shall give at least 48 hours notice to such member that a meeting will be held at which the Executive will consider the revocation or suspension of his membership.
- b) The Secretary will further advise the member that he is entitled to attend the meeting and give the reasons why he opposes the proposed revocation or suspension of his membership.
- c) Within one week after such meeting, the President, and/or Executive member designated by the President, shall inform the member, in writing, as to whether or not his membership has been revoked or suspended and the reasons for such decision.
- d) The decision of the Executive is final and binding and no appeal is allowed.
- e) A member whose membership has been suspended will again be eligible for membership to the Corporation at such future time as may be determined by resolution of the Executive.

3.03 Notice - Each member shall promptly be informed by a member of the Executive of his admission or revocation as a member.

3.04 Resignation

- a) Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Executive.
- b) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of the member's resignation.

3.05 Inactive Membership

- a) A member in good standing who is unable to participate as an active member or is unable to renew his membership for good and valid reasons, may apply in writing to the Membership Convenor for inactive membership giving the reasons for his request.
- b) After due consideration of such application, the Membership Convenor shall notify the member whether or not his application has been accepted, and the required fee per annum to become an inactive member.
- c) If an inactive member fails to pay the required fee in any year, he shall be removed from membership in the Corporation, and he shall have to re-apply for membership in the normal

fashion.

- d) The inactive member will again be eligible for active membership upon so advising the Membership Convenor in writing and fulfilling all requirements of membership at that time. An inactive member will have no social privileges while on the inactive list.

3.06 Solicitation

- a) No member shall canvass, solicit or exhibit any service or product of any kind whatsoever on the Corporation's premises or at any meeting, activity or event of the corporation unless previously authorized by resolution of the Executive.
- b) No member shall utilize the membership telephone directory for solicitation or canvassing for any product or service whatsoever.

ARTICLE FOUR

Meetings of Members

4.01 Annual and General Meetings

- a) 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 Executive may determine and on such day as the said Executive shall appoint.
- b) At every annual meeting, in addition to any other business that may be transacted, the report of the Executive, the financial statements and the report of the auditors shall be presented.
- c) The Executive shall be elected and the remuneration of the auditors shall be fixed.
- d) The Executive or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation.

4.02 Notice - Notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post or telegraph, or by e-mail, at least ten days, exclusive of Saturdays and holidays as defined by The Interpretation Act of Ontario, before the meeting is to take place. Any meetings of members may be held at any time and place without notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at any annual or general meeting may transact.

4.03 Quorum - A quorum for the transaction of business at any meeting of members shall consist of not less than twenty members present in person.

4.04 Proxies

- a) Every member entitled to vote at any meeting of members or any adjournment thereof, may vote either in person or may by instrument in writing appoint a proxy, who shall be a member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney authorized in writing.

- c) The Executive may by resolution fix a time not exceeding 48 hours excluding Saturdays and Holidays preceding any meeting of the members before which time proxies to be used at that meeting must be deposited with the Secretary of the Corporation or an agent thereof at the clubhouse of the Corporation or at any other place designated by the Executive. The time fixed for the deposit of proxies prior to a meeting shall be clearly indicated on the notice calling that meeting. The notice of members meeting shall contain a form of proxy attached.

4.05 Voting - Each member of the Corporation shall be entitled to one vote on each question arising at any annual or general meeting of the members.

4.06 Show of Hands

- a) At all meetings of members every question shall be decided by a show of hands unless a poll thereon be required by any member present or represented by proxy and entitled to vote.
- b) Upon a show of hands every person present and entitled to vote shall have one vote.
- c) After a vote by show of hands has been taken upon any question the chairman may require or demand a poll thereon.
- d) Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members of the Corporation in annual or general meeting, as the case may be, upon the question.
- e) A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll.

4.07 Polls - Upon a poll each member who is present or represented by proxy shall be entitled to one vote upon the question, and the result of the poll shall be the decision of the members of the Corporation in annual or general meeting, as the case may be.

4.08 Casting Vote - In the case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall not have a second or casting vote.

ARTICLE FIVE

Executive Members

5.01 Election - The affairs of the Corporation shall be managed by a board of 15 (fifteen) Executive members, who are elected from the membership-at-large at the annual General Meeting. Each Executive member at the time of his election and throughout his term of office shall be a member of the Corporation.

5.02 Term - The Executive shall be elected yearly to hold office until their successors shall have been duly elected or appointed. The whole board shall be retired at each annual meeting, but shall be eligible for re-election to a maximum consecutive term of five (5) years, if otherwise qualified. In the event that a position on the Executive remains unfilled, then a retiring Executive Member, who has already served five consecutive terms, may be voted into that position by the Members up to a maximum of two consecutive extra years. The election of such officers will be by secret ballot.

5.03 Removal of Executive Members

- a) The office of Executive member may be vacated upon a majority vote by the Executive in the following circumstances:
 - I. if he/she is found by a court to be of unsound mind;
 - II. ii) if he/she becomes bankrupt or insolvent
 - III. iii) if he/she is convicted of any criminal offence during the term of office, or if he/she failed to disclose prior to accepting a position on the Executive board a prior criminal conviction; or
 - IV. iv) for severe transgressions of the Corporation's Rules and Regulations, as contained in the Club Handbook, as modified from time to time.
- b) The members of the Corporation may by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- c) The office of Executive member shall be automatically vacated:
 - I. if a Executive member has resigned his/her office by delivering a written resignation to the Secretary of the corporation;
 - II. if at a special general meeting of members described above in section 5.03 b), a resolution is passed by two thirds (2/3) of the members present at the meeting that he/she be removed from office;
 - III. On death.
- d) The Secretary shall give at least 48 hours notice to such Executive member that a meeting will be held at which the Executive will consider the removal of that Executive member from the Executive.

5.04 Increase or Decrease in Board - The members of the Corporation may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of members or by the consent in writing of all the members, increase or decrease the size of the Board.

5.05 Vacancies - Vacancies on the Executive may, so long as a quorum of Executive members remains in office, be filled by the Executive from among the members of the Corporation, if they shall see fit to do so, otherwise such vacancy or vacancies shall be filled at the next annual meeting of members at which the Executive for the ensuing year are elected. If there is not a quorum of Executive members remaining in office, the remaining Executive members shall forthwith call a meeting of members to fill the vacancy or vacancies.

5.06 Quorum - A majority of the Executive members shall form a quorum for the transaction of business at any meeting of the Executive board.

5.07 Meetings - Except as otherwise required by law, the Executive may hold their meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Executive members are present, or if those absent have signified their consent to the meeting being held in their absence. Executive meetings may be called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two Executive members.

5.08 Notice of Meetings - Notice of meetings of the Executive shall be telephoned to each Executive member not less than two days exclusive of Saturdays and holidays as defined by the Interpretation Act of Ontario before the meeting is to take place or shall be mailed or e-mailed to each Executive member not less than four days exclusive of Saturdays and holidays as defined by the Interpretation Act of Ontario before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

5.09 Regular Meetings - The Executive may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. An Executive meeting may also be held, without notice, immediately following the annual general meeting of the Corporation.

5.09a Electronic Meetings – The Executive are authorized to meet by electronic communication media, including teleconference and e-mail, so long as all members may participate. Decisions may be made within electronic meetings with the consent of a majority of the Executive.

5.10 Votes to Govern - Questions arising at any meeting of the Executive shall be decided by a majority of votes cast on the question; and in the case of an equality of votes, the Chairman of the meeting shall not have the casting vote.

5.11 Powers - The Executive members 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. Without in any way derogating from the foregoing, the Executive is 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/or other property moveable or immoveable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

5.11a Powers – Executive decisions on capital purchases must be made within the boundaries established in Schedule “A” to these Bylaws.

5.12 Books and Records - The Executive shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

5.13 Remuneration - The Executive members shall receive no remuneration for acting as such, but shall receive free membership for the year(s) in which they act as Executive members. Such free membership shall be revoked upon the resignation or removal of an Executive member, but he may continue as a member, at the Executive's discretion, upon payment of the annual fee.

5.14 Indemnity of the Executive - Subject to the provisions of the Act, every Executive member of the Corporation and his heirs, executors, administrators and estate and effects, respectively, may from time to time be indemnified and saved harmless by the Corporation from and against,

- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE SIX

Officers

6.01 Election and Appointment of Officers

- a) At the annual General Meeting, the members shall elect from amongst themselves, the following Officers who shall comprise the 15 (fifteen) members of the Executive board: a President, a Vice-President, a Treasurer, a Secretary, A membership Convenor, two Social Convenors, a Junior Programme Convenor, a Communications Convenor, a Clubhouse Convenor, a Challenge Ladder Convenor, a Courts Convenor, a House League Convenor, a Teams Convenor and a Tournaments Convenor.
- b) Should any Officer functions be assumed by employees or contractors of the corporation the position described in 6.01a) above shall be converted into the position of Executive member without portfolio.
- c) c) The election of officers will be by secret ballot, and positions shall be elected in sequence, as shown herein.
- d) The election of each officer shall be conducted separately. In each case, the ballots shall be counted and the result announced before voting on the next positions if properly nominated.

ARTICLE SEVEN

Duties of Officers

7.01 President- The President shall, when present, preside at all meetings of the members of the Corporation and the Executive. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. He shall further, at the end of his term, submit to the incoming President a President's report. This written report will summarize the events of his year in office and outline his recommendations for the future developments of the Corporation.

7.02 Vice-President - During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Executive member as the board may from time to time appoint for the purpose exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall be charged with creating standing committees to deal with specific activities and shall preside at or appoint a chairman to preside at such committee meetings.

7.03 Secretary - The Secretary shall be ex officio clerk of the Executive. He shall attend all meetings of the Executive and record all facts and minutes of all proceedings in the books kept for that purpose he shall give all notices required to be given to members and to the Executive. He shall renew the annual tennis court permit from the Department of Parks and Recreation of the City of Toronto in a timely manner. He shall be the custodian of the seal of the Corporation and of all books, papers, records and correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Executive and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Executive.

7.04 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 monies or other valuable effects in the name and to the credit of the Corporation in a recognized banking institution as designated by the Executive. He shall disburse the funds of the Corporation under the direction of the Executive, taking proper vouchers therefore and shall render to the Executive at regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall further prepare and submit to the annual General Meeting a properly prepared and audited financial statement of the affairs of the Corporation. He shall also perform such other duties as may from time to time be determined by the Executive.

7.05 Membership Convenor - The Membership Convenor shall process all membership applications annually and draw up a membership list, and shall keep full and accurate records for that purpose.

7.06 Other Officers - The duties of all other officers of the Corporation shall be such as the term of their engagement call for or the Executive requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Executive otherwise directs.

7.07

Social Convenors

- The Social Convenors shall be responsible for planning, organizing, establishing budgets for and running all social events of the Corporation. This includes, but is not limited to, parties, round robins, and other social functions either at or outside the Clubhouse with such assistance, including the assistance of the tennis professionals, as may be determined by the Executive from time to time; and they shall have such other duties as otherwise may be specified.

7.08 Junior Programme Convenor - The Junior Programme Convenor shall be responsible for the implementation and the running of programmes and activities of junior members with such assistance, including the assistance of the tennis professionals hired by the Corporation, as may be determined by the Executive from time to time; and he shall have such other duties as otherwise may be determined.

7.09 Vacancies - If the office of the President, Vice-President, Secretary or Treasurer or any other office shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Executive may by resolution elect or appoint an officer to fill such vacancy.

7.10 Past President - The past President shall serve on the Executive for a period of one year, in an advisory capacity only, and shall not have a vote on any matter at Executive meetings.

ARTICLE EIGHT

Contracts and Obligations

8.01 Execution of Instruments

- a) Deeds, transfers, licences, assignments, contracts and obligations on behalf of the Corporation may signed by any two of the President, the Vice-President, Secretary and Treasurer and the corporate seal shall be applied to such instruments as require the same.
- b) Notwithstanding any provision to the contrary contained in the bylaws of the Corporation, the Executive may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, licences, assignments, contracts or obligations of the Corporation may or shall be signed.

8.02 Borrowing of Monies

- a) The Executive members of the Corporation may from time to time borrow money on the credit of the Corporation for current operating expenses and issue, sell or pledge securities of the Corporation in connection therewith.
- b) The Executive members may also borrow money for all other purposes and charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, to secure any money so borrowed, or other debt, or any other obligation or liability of the Corporation.
- c) From time to time the Executive may authorize any officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Executive may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE NINE

Deposit of Securities for Safekeeping

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

ARTICLE TEN

Notices

10.01 Error or Omission - No error or omission in giving notice of any meeting of the Executive or 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 Executive officer or 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 or officer for any meeting or otherwise, the address of any member or officer shall be his last address recorded in the books of the Corporation.

10.02 Adjournments - Any meetings of members or officers of the Corporation may be adjourned at 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 present.

ARTICLE ELEVEN

Interpretation

11.01 In these bylaws and in all other bylaws 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.

ARTICLE TWELVE

Amendment of the Bylaws

12.01 These bylaws may be amended at any regular meeting of the Executive members of the Corporation. The amendment will, however, only be in effect until the next annual General Meeting when it must be ratified by a two-thirds vote of the members of the Corporation. If it is not ratified, it ceases to have effect at that time. Notice of amendments passed that need to be ratified shall be included in the notice of the annual General Meeting. The notice shall fairly inform the members of the points to be ratified. The notice can include the exact amendment, stated in a formal manner, as would appear in the bylaws document. Alternatively the notice can indicate the general areas of the amendments as long as the exact amendments are posted on the Club's website within two weeks of the Annual General Meeting.

ENACTED by the Executive on the 20th day of January, 1980

RATIFIED by the Members on the 17th day of April, 1980

AMENDED by the Executive on the 9th day of January, 1984

RATIFIED by the Members on the 25 day of October, 1984

AMENDED by the Executive on the 11 th day of June, 1989

RATIFIED by the Members on the 25th day of October 1989

AMENDED by the Executive on the 13th day of September 1999

RATIFIED by the Members on the 25th day of October 1999

AMENDED by the Executive on the 19th day of October 2005

RATIFIED by the Members on the 10th day of November 2005

AMENDED by the Members on the 13th day of November 2008

RATIFIED by the Members on the 13th day of November 2008

Schedule "A"
to
SIR WINSTON CHURCHILL PARK TENNIS CLUB
BYLAWS

Decision-Making Protocol for Club Investments and Capital Purchases

Scenario 1:

Purchases deemed necessary (e.g. balls) or value added (e.g. poster boards to advertise social events) to club operations.

Cost < \$500

Written proposal, with 3 quotes, for item of purchase

RESULT: Approval by one of the President or Vice-President

Scenario 2:

Purchases deemed necessary (e.g. windscreens) or value added (e.g. television) to club operations.

Cost > \$500

Written proposal, with 3 quotes, for item of purchase

RESULT: Approval by consensus of entire executive at Executive meeting

Scenario 3:

Purchases of immediate necessity to ensure operations (e.g. rainstorm causes flooding in clubhouse, immediate repairs needed)

Cost > \$500

3 quotes, for item of purchase. Documentation may follow after the fact for approval

RESULT: Approval by President and Vice President. Ratification by entire Executive at Executive meeting

Schedule "B"
to
SIR WINSTON CHURCHILL PARK TENNIS CLUB
BYLAWS

Increase to the maximum consecutive term served by an executive

5.02 Term - The Executive shall be elected yearly to hold office until their successors shall have been duly elected or appointed. The whole board shall be retired at each annual meeting, but shall be eligible for re-election to a maximum consecutive term of five (5) years, if otherwise qualified. In the event that a position on the Executive remains unfilled, then a retiring Executive Member, who has already served five consecutive terms, may be voted into that position by the Members up to a maximum of two consecutive extra years. The election of such officers will be by secret ballot.

RESULT

AMENDED by the Members on the 13th day of November 2008

RATIFIED by the Members on the 13th day of November 2008