

BABY POINT CLUB LIMITED

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of BABY POINT CLUB LIMITED:

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of BABY POINT CLUB LIMITED (hereinafter called the “Corporation”) as follows:

ARTICLE I REPEAL

1.1 **Repeal.** All of the existing by-laws of the Corporation are hereby repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed by the Directors under the provisions of this by-law or the *Corporations Act* until their successors are appointed.

1.2 **Designation.** Numbers designating the by-laws hereby repealed may be allocated to any by-law of the Corporation hereinafter made by the directors of the Corporation.

ARTICLE II STATEMENT OF PURPOSE

2.1 **Statement of Purpose.** The Corporation is a social and athletic community club located in the Baby Point neighbourhood of Toronto. The Corporation’s membership is primarily composed of people who live in the Baby Point neighbourhood. The Corporation has a clubhouse, a lawn bowling green, tennis courts and a large grassy area. The members typically use the facilities of the Corporation to play tennis, lawn bowl and to socialize with other members of the Corporation. There are often large community events hosted by the Corporation which members attend. The Corporation is a not-for-profit and exists for the mutual benefit of its members. It is run entirely by volunteers. It has operated in much the same manner since its incorporation on November 30, 1923. These by-laws should be interpreted in a manner consistent with the purpose of the Corporation: a social and athletic community club that exists for the mutual benefit of its members.

ARTICLE III DEFINITIONS

3.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means the *Corporations Act*, R.S.O. 1980, c. 95, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (b) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (c) all terms contained in the by-laws which are defined in the Act shall have the meaning given to such terms in the Act;
- (d) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE IV HEAD OFFICE

4.1 **Head Office.** The Directors may from time to time by resolution fix the location of the head office of the Corporation within the place in Ontario designated as such by the Corporation's letters patent or by special resolution of the Corporation. Until changed, the head office is hereby set at 71 Baby Point Road, Toronto, Ontario.

ARTICLE V SEAL

5.1 **Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE VI MEMBERSHIP

6.1 **Classes of membership.** The Corporation shall have two classes of members: ordinary members and honorary members. The Directors may from time to time establish new or varied classes of membership by a vote of at least two-thirds of the votes cast by the Directors at a meeting of the Board of Directors.

- (a) **Ordinary members.** The ordinary members shall include all existing members of the Corporation at the time of the adoption of this by-law and any new member who applies for membership and is accepted by the Board.
- (b) **Honourary members.** Honourary members shall be those members of the Corporation who are specifically designated by resolution of the Board of Directors as meeting the criteria of being long-term senior members of the Corporation who have made a significant contribution to the Corporation.

6.2 **Admission of members.** Applicants for ordinary membership, if otherwise qualified, shall be admitted to membership in the Corporation from time to time upon receipt of their application and applicable fee and upon approval of the Board of Directors and/or a Director or Officer who the Board of Directors designates the responsibility of overseeing membership applications.

At this time, new membership is limited to those living in the geographical boundaries established for new ordinary members, those boundaries being:

- (a) West – the Humber River;
- (b) East – west side of Jane Street;
- (c) North – south side of Dundas Street West;
- (d) South – north side of Bloor Street West.

These boundaries are subject to review and change by the Board at any time.

The acceptance or rejection of an application for membership by the Board of Directors shall be final and binding.

6.3 **Qualification of members.** The Board of Directors may from time to time by resolution impose such minimum qualifications as they see fit in respect of membership.

6.4 **Termination of membership.** No membership is transferable and a membership lapses and ceases to exist in addition to any other provision herein contained:

- (a) upon the death of a member;
- (b) when the period of membership expires;
- (c) when a resignation of membership is accepted by the Board of
- (d) Directors;
- (e) when the Board of Directors passes a resolution terminating such
- (f) membership.

Any member may resign from membership upon notice in writing to the Secretary who shall submit such notice to the Board of Directors at its next meeting. If the resignation is not received by the Secretary before the 1st day of May, the member tendering such resignation shall

be liable for the payment of the annual dues for the then current year.

6.5 **Expulsion from or suspension of membership.** The Board of Directors shall have the power to expel or suspend from membership any member (which expulsion or suspension will also terminate any and all member-related benefits of any or all persons of the member's family) who has not paid any required fees or whose conduct, whether on the Corporation's premises or elsewhere, shall be considered by the Board of Directors to be improper, unbecoming or likely to endanger the welfare, interest or character of the Corporation, or who willfully commits a breach of the by-laws of the Corporation, or who willfully violates or neglects the observance of any rule or regulation of the Corporation. Apart from expulsion or suspension for non-payment of fees under section 6.9 below, no member shall be expelled or suspended for any such matter without first being notified of the proposed expulsion or suspension and being given an opportunity to be heard by the Board of Directors at a meeting called for that purpose; such notification shall be sufficient if mailed to the member's address as indicated in the records of the Corporation by registered mail at least 10 days prior to the meeting of the Board of Directors at which such matter is to be dealt with.

6.6 **Rights and privileges.** Subject to the rules and regulations that may from time to time be adopted by the Board of Directors, all members of the Corporation and guests of any such members shall be entitled to make use of the Corporation's property. The rights and interests, if any, of a member in the property and privileges of the Corporation shall be co-extensive only with the period of his membership and shall terminate therewith. The rights and privileges of ordinary and honorary members shall be equal, except that honorary membership is on a lifetime basis and no annual fees are payable.

6.7 **Liabilities of members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

6.8 **Initiation fees.** Admission fees are hereby set at \$100 for new members and \$50 for the reinstatement of former members, which may be changed by resolution of the Board of Directors at any time.

6.9 **Annual fees.** The annual fees for each class of membership shall be such as are fixed from time to time by resolution of the Board of Directors which shall fix a date or dates upon which such fees shall be payable and may make such reduction in fees of members admitted during the season as may seem to it fair and reasonable.

6.10 **Non-payment of fees.** If any member shall fail to pay his fees within one month of the same being due, he (and members of his family) shall cease to be entitled to any of the privileges of membership until such fees are paid and shall not be reinstated until the arrears are paid and, if such default continues for a period of three months or more, he shall be liable to forfeiture of membership in the Corporation; provided that the Board of Directors may in its discretion extend the time for payment in order to avoid inflicting any hardship upon a member.

6.11 **Guests.** The Board of Directors may in its discretion make regulations for the introduction of guests and for any fees which may be payable for such privileges.

ARTICLE VII DIRECTORS

7.1 **Powers.** The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) and no more than twelve (12) Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the bylaws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.

Without limiting the generality of the foregoing, the Board of Directors shall have the power to pass such rules and regulations as it sees fit for the due and proper management and use of the Corporation and its assets.

7.2 **Qualifications of Directors.** Every Director shall be eighteen (18) or more years of age, not be an undischarged bankrupt nor a mentally incompetent person and, subject to the provisions of section 286 of the Act, shall be an ordinary or honorary member of the Corporation.

7.3 **Nomination of Directors.** Any member may nominate any other member to serve as a Director. Outgoing Directors are encouraged to try to find other members who are able to replace their position on the Board of Directors. As the Board of Directors is staffed entirely by volunteers, all members are encouraged to participate on the Board of Directors at some point during their membership.

7.4 **Election of Directors.** Directors shall be elected by the members at an annual meeting or at a general meeting called for that purpose on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. Any member who is nominated, who is willing to serve as a Director for a one-year term and who is otherwise qualified may be elected as a Director.

Retiring Directors shall be eligible for re-election to the Board of Directors if otherwise qualified and retiring Directors shall continue in office until their successors have been duly elected.

From time to time in the event of any vacancy however caused occurring in the Board of Directors, such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors from among the qualified members of the Corporation; otherwise such vacancy will be filled at the next annual meeting of members; and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

7.5 **Vacation of office.** The office of a Director of the Corporation shall be vacated:

- (a) if he becomes disqualified under the Act;
- (b) if by notice in writing to the Secretary of the Corporation he resigns his office; or
- (c) if he otherwise ceases to be qualified as a Director.

7.6 **Removal of Directors.** The members of the Corporation may, by resolution passed by at

least two-thirds of the votes cast at a general meeting, notice of which, specifying the intention to pass such resolution, has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

7.7 **Remuneration of Directors**. The Directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided, however, that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving remuneration therefor.

7.8 **Meetings of Directors**.

- (a) **Place of meeting**. Meetings of the Board of Directors may be held either at the head office of the Corporation or at any other place within Ontario. A meeting of Directors may be convened by the President or a Vice-President or any two Directors at any time and the Secretary by direction of the President or a Vice-President or any two Directors shall convene a meeting of Directors.
- (b) **Telephone participation**. Where all the Directors of the Corporation present at or participating in the meeting consent thereto (either before or after the meeting), a Director may participate in a meeting of Directors or of any committee of Directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in a meeting by such means shall be deemed for the purposes of the Act to be present at that meeting.
- (c) **Notice of meeting**. Notice of any meeting of Directors shall be delivered, mailed or e-mailed to each Director not less than two (2) days (exclusive of the day on which the notice is delivered, mailed or e-mailed but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual meeting of members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of Directors is present.
- (d) **Quorum**. A quorum for the transaction of business at meetings of the Board shall be at least half of the number of Directors on the Board.

7.9 **Voting**. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any Director. A declaration by

the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

7.10 **No Proxies**. No Director shall be entitled to vote by proxy at any meeting of the Board.

ARTICLE VIII INDEMNITIES TO DIRECTORS AND OTHERS

8.1 **Indemnity**. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE IX FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.1 **Protection of Directors and Officers**. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested 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 pledged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation.

If any Director or officer of the Corporation shall be employed by or shall perform services for

the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a member, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE X ANNUAL GENERAL MEETING OF MEMBERS

10.1 **Annual meetings.** Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at the head office of the Corporation or at such other place as the Directors may by resolution determine on such day in each year and at such time as the Directors by resolution determine. At annual meetings, there shall be presented a report of the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report and such other information or reports relating to the Corporation's affairs as the Directors may determine.

10.2 **Business.** At the Annual General Meeting, the members present shall vote on the following:

- (a) Appointment of Directors.
- (b) Appointment of auditor.
- (c) Approval of financial statement.

10.3 **Notice.** A printed, written or typewritten notice stating the date, hour and place of meeting and the general nature of the business to be transacted shall be delivered either directly to the member's residence or by sending such notice to each member entitled to notice of such meeting by mail or electronically at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting directed to such address or e-mail address of each such member and of the auditor as it appears on the books of the Corporation, or if no address is given therein, then to the last address or e-mail address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation. The Board of Directors may from time to time invite such class or classes of membership not otherwise entitled to vote, to attend at any meeting of members by having notice of such meeting of members to be sent to such members but in no event shall such members be entitled to vote, except if otherwise entitled to vote.

10.4 **Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.5 **Voting.** Every question submitted to any meeting of members shall be decided in the first

instance by a show of hands and in case of equality of votes the Chairman shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he may be entitled as a member and proxy.

At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.6 **Chairman**. If present, the President shall act as Chairman at all meetings. In his absence, the Vice-President shall act as Chairman. In the absence of the President and Vice-President, the members present at any meeting of members shall choose another Director as Chairman and if no Director is present or if all the Directors present decline to act as Chairman, the members shall choose one of their number to be Chairman.

10.7 **Polls**. If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.8 **Proxies**. Votes may be given either personally or by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorized in writing. An instrument appointing a proxy shall comply with the requirements of the Act and the form of such instrument shall be that approved by the Directors by resolution or by the Chairman at the meeting of members at which an instrument of proxy is desired to be used. There shall be no requirement that proxy forms be mailed to members not entitled to vote.

10.9 **Adjournments**. The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.10 **Quorum**. Two (2) members personally present shall be a quorum at any meeting of members for the choice of a chairman and the adjournment of the meeting; for all purposes, a quorum at any meeting (unless a greater number of members and/or proxies are required to be present by the letters patent, supplementary letters patent or any other by-law of the Corporation) shall be ten (10) members personally present or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

ARTICLE XI SPECIAL GENERAL MEETING OF MEMBERS

11.1 **Special General meetings.** Other meetings of the members (to be known as “special general meetings”) may be convened by order of the President or a Vice-President or by any two Directors or by the Board of Directors to be held at any date and time and at any place within Ontario.

By direction of the Board of Directors, a special general meeting may be combined with the annual general meeting.

11.2 **Notice.** A printed, written or typewritten notice stating the date, hour and place of meeting and the general nature of the business to be transacted shall be delivered either directly to the member’s residence or by sending such notice to each member entitled to notice of such meeting by mail or electronically at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting directed to such address or e-mail address of each such member and of the auditor as it appears on the books of the Corporation, or if no address is given therein, then to the last address or e-mail address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation. The Board of Directors may from time to time invite such class or classes of membership not otherwise entitled to vote, to attend at any meeting of members by having notice of such meeting of members to be sent to such members but in no event shall such members be entitled to vote, except if otherwise entitled to vote.

11.3 **Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

11.4 **Voting.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in case of equality of votes the Chairman shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he may be entitled as a member and proxy.

At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

With respect to motions tabled at a special general meeting, the Board of Directors may require a particular majority to be reached for the motion to be carried. That particular majority will be determined by the Board of Directors in advance of the special general meeting and in no case shall it be less than a majority of the votes cast by the members and proxies present at that special general meeting.

11.5 **Chairman.** If present, the President shall act as Chairman at all meetings. In his absence, the Vice-President shall act as Chairman. In the absence of the President and Vice-President, the

members present at any meeting of members shall choose another Director as Chairman and if no Director is present or if all the Directors present decline to act as Chairman, the members shall choose one of their number to be Chairman.

11.6 **Polls**. If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.7 **Proxies**. Votes may be given either personally or by proxy. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorized in writing. An instrument appointing a proxy shall comply with the requirements of the Act and the form of such instrument shall be that approved by the Directors by resolution or by the Chairman at the meeting of members at which an instrument of proxy is desired to be used. There shall be no requirement that proxy forms be mailed to members not entitled to vote.

11.8 **Adjournments**. The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.9 **Quorum**. Two (2) members personally present shall be a quorum at any meeting of members for the choice of a chairman and the adjournment of the meeting; for all purposes, a quorum at any meeting (unless a greater number of members and/or proxies are required to be present by the letters patent, supplementary letters patent or any other by-law of the Corporation) shall be ten (10) members personally present or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.

ARTICLE XII OFFICERS

12.1 **Officers**. The Board of Directors shall annually or more often as may be required, appoint a President, a Vice-President, a Secretary, and a Treasurer. The Directors may appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors or as may be provided by by-law.

All such officers are required to be Members of the Corporation. Any two of the aforesaid offices may be held by the same person except those of President and Vice-President. In case and whenever the same person holds the offices of Vice-President and Secretary he may but need not be known as the Vice-President/Secretary.

12.2 **Remuneration and removal of officers.** The Officers of the Corporation shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such; provided, however, that an Officer may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving remuneration therefor.

12.3 **Delegation of duties of officers.** In case of the absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

12.4 **President.** The President shall, when present, preside at all meetings of the Directors and members, shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office. The President shall be an *ex officio* member of all committees appointed by the Board of Directors.

12.5 **Honourary President or 'Past President'.** An Honourary President or Past President' may be appointed each year by the Board of Directors and the same person may be re-appointed in a subsequent year.

12.6 **Vice-President.** The Vice-President or, if more than one, the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents, shall sign such contracts, documents or instruments in writing as require his or their signatures and shall have such other powers and duties as may from time to time be assigned to him or them by the Board of Directors.

12.7 **Secretary.** The Secretary shall, when present, act as a secretary of all meetings of Directors and members and shall have charge of the minute books of the Corporation and the documents and registers referred to in the Act. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office.

12.8 **Treasurer.** Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board of Directors may direct. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in its uncontrolled discretion may require and no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

12.9 **Other Officers.** Pursuant to Article 12.1, the Board of Directors may appoint any Officers they deem necessary. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Historically, the Board of Directors has divided responsibilities among Board members by appointing Directors as Officers in the following positions:

- (a) President;
- (b) Vice-President;
- (c) Treasurer;
- (d) Secretary;
- (e) Membership;
- (f) House and grounds;
- (g) Rentals;
- (h) Social;
- (i) Tennis;
- (j) Lawn Bowling;
- (k) Communications; and
- (l) Past President.

ARTICLE XIII NOTICES

13.1 **Service.** Any notice to be given to any member, Director or auditor shall be delivered either directly to the member's residence, by mail to their last known address or electronically by e-mail to their last known e-mail address. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

For those members who do not use e-mail or who notify the Board of Directors that they do not wish to receive notice by e-mail, the notice shall be hand delivered or sent by post.

13.2 **Signature to notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

13.3 **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, unless it is otherwise provided, be counted in such number of days or other period.

13.4 **Proof of service.** A certificate of the President, a Vice-President, the Secretary, the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Corporation, as the case may be.

**ARTICLE XIV
INFORMATION AVAILABLE TO MEMBERS**

14.1 **Board's Right to Restrict Release of Information Generally.** No member shall be entitled to or to require discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the Board it would be inexpedient or inadvisable in the interests of the members of the Corporation to communicate to the public.

14.2 **Board's Right to Restrict Release of Financial Information.** The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Corporation or any of them shall be open to the inspection of members, and no member shall have any right to inspect any document or book or register or book of account or accounting records of the Corporation except as conferred by statute or authorized by the board or by resolution of the members passed in general meeting.

**ARTICLE XV
CHEQUES, DRAFTS, NOTES ETC.**

15.1 **Cheques. drafts. notes. etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

15.2 **Books and records.** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

ARTICLE XVI
EXECUTION OF CONTRACTS. ETC.

16.1 **Execution of contracts. etc.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by (a) the President or a Vice President together with the Secretary or the Treasurer, or (b) any two Directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, (a) the President or a Vice-President together with the Secretary or the Treasurer, or (b) any two Directors are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

ARTICLE XVII
BANKING ARRANGEMENTS

17.1 **Banking Powers.** The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

17.2 **Deposit of Securities.** The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the board. 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 board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE XVIII BORROWING BY THE CORPORATION

18.1 **Borrowing Powers of the Corporation.** Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; 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;

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for repairs, maintenance, renovations or replacement of the Corporation's structures and facilities.

ARTICLE XIX DISCLOSURE OF CONFLICTS OF INTEREST

19.1 **Disclosure of Interest.** A Director or an Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

- 19.2 **Time of disclosure.** The disclosure required by Subsection 19.1 shall be made:
- (a) immediately after the Director or Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (b) if the Director or Officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (c) if an individual who is interested in a contract or transaction later becomes a Director or Officer, immediately after the individual becomes a Director or Officer.

- 19.3 **Voting.** A Director required to make a disclosure under Section 18.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
- (a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatory of the Corporation or an affiliate;
 - (b) is for indemnity or insurance under this by-law; or
 - (c) is with an affiliate.

- 19.4 **Avoidance standards.** A contract or transaction for which disclosure is required under Section 19.1 is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:
- (a) disclosure of the interest was made in accordance with this Section;
 - (b) the directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

- 19.5 **Confirmation by members.** Even if the conditions of Section 19.4 are not met, a Director or an Officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under Section 19.1, and the contract or transaction is not invalid by reason only of the interest of the Director or Officer in the contract or transaction, if:
- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

**ARTICLE XX
FISCAL YEAR**

20.1 **Fiscal year.** The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

**ARTICLE XXI
AMENDMENT OF BY-LAWS**

21.1 **Amendment of By-Laws.** Any repeal, amendment or re-enactment of any by-law of the Corporation, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat and, in default of the confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has an effect until confirmed at a general meeting of the members.

21.2 **General or Annual Meeting.** The members may at a general meeting or the annual meeting referred to above, confirm, reject, amend or otherwise deal with any by-law passed by the Directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law shall be prejudicially affected by any such rejection, amendment or other dealing.

**ARTICLE XXII
DISSOLUTION OF CORPORATION**

22.1 **Dissolution of Corporation.** Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the City of York, in trust, for the purpose of maintaining the Corporation’s property as a park, with a use substantially the same as at the time of dissolution, available for the general use of the public.

ENACTED the 8th day of March, 2016.

WITNESS the corporate seal of the Corporation

President

c/s _____
Secretary