

**ROCKCLIFFE LAWN TENNIS CLUB
BY-LAW NO.1**

A By-Law relating generally to the transaction of the business and affairs of The Rockcliffe Lawn Tennis Club. This By-law will inform Club policies established by the Board of Directors to encourage and ensure the continuous effective operation of the Club on behalf of its members.

BE IT ENACTED as By-law of The Rockcliffe Lawn Tennis Club (hereinafter referred to as the "Club") as follows:

ARTICLE I – MEMBERSHIP

1.1 The members of the Club are those individuals who are now members of the Club in good standing and those who have been admitted to Membership, all subject to the provisions of the By-Laws of the Club from time to time in force.

1.2 The Membership of the Club consists of the following classes which have attached thereto the terms and conditions set forth in this By-Law.

(a) Honorary Members are members who may be elected for either one year or for life and shall have full playing privileges but shall not be required to pay annual dues and who shall not be able to vote at any meetings.

(b) Senior Members are members who shall be thirty years of age or over on May 1 in the year of membership.

(c) Intermediate Members are members who are 19 years or older or have not reached their 30th birthday before May 1 in the year of membership.

(d) Junior Members are members who have not reached their 19th birthday before May1 in the year of membership.

(e) Family memberships include one or two Senior or Intermediate members plus any children 18 or under (Junior members) living at the same address.

(f) Social Members are non-playing members of the Club but who may play up to five times year. Social members shall not be entitled to a vote at any meetings of the Club except when authorized by the Board. An active member who has otherwise been admitted as a junior, intermediate or a senior member of the Club, may revert to a social member, subject to the limitations prescribed therefor, and may subsequently revert to full membership.

ARTICLE II - TERMINATION OF MEMBERSHIP

2.1 The Directors in their discretion may waive payment of or refund part or all of any year's annual fee in the case of any member whose membership is terminated by resignation or death.

2.2 Upon the termination of membership, whether voluntary or otherwise, all interest of the former Member or his estate in the Club ceases. Such former Member has no right of action or claim or demand against or upon the Club, its Directors, properties, funds, officers or servants as the result of any action taken to terminate such membership.

2.3 Playing Guests: Any Senior or Intermediate member has the privilege of introducing his or her friends as visitors to the Club. The names of such friends must be entered in the Guest Book provided for the purpose, but the number so introduced at any one time shall not exceed three without the special consent of the Club Manager. A guest may participate in any of the activities of the Club in accordance with the regulations governing such activities if the facilities are available and upon payment of any fees prescribed by the Directors. The Board may impose a limit on the number of times individual guests may play at the Club per season. A member introducing a guest is responsible for the guest's conduct and any indebtedness to the Club which the guest may incur. Any person whose membership has been terminated by resolution of the Directors is ineligible as a guest or visitor to the Club.

ARTICLE III - BOARD OF DIRECTORS

3.1 Powers of the Board. The affairs of the Club shall be managed by its Board of Directors who, until changed by Members resolution shall be up to ten in number of whom four shall constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. The Board may invite individual Club members to attend, in a non-voting capacity, Board meetings in order to ensure representation of the full spectrum of Club members and/or to make use of particular expertise.

3.2 Qualifications. Senior and Intermediate Members of the Club in good standing are eligible to be Directors of the Club and a Member in good standing is one who is not in arrears more than thirty days in payment of any fee, assessment or account to the Club.

3.3 Past President. If the Past President does not remain as a Director, he or she may serve as a non-voting ex-officio member of the Board but he or she will not be among the ten Directors.

3.4 Election and Term. With 10 days notice from the Board of Directors, any member in good standing including the Directors then in office may submit to the Secretary the name or names of up to four (4) Senior and Intermediate Members in good standing to stand for election as Directors of the Club for the next ensuing two years together with the consent of such Members to so stand. The Secretary shall include the list of such proposed Directors including the list proposed by the Nominating Committee as referred to in clause 3.7 hereof with the Notice of Annual Meeting sent to each Member of the Club entitled to receive the same. Only those nominees whose names are received by the Secretary in conformity with this clause are eligible for election at the annual meeting.

3.5 Directors shall be elected at the Annual Meeting of Members whereat the Secretary shall table the lists of proposed Directors previously mailed to all Members as aforesaid. A vote by way of secret ballot shall thereupon be conducted and the four Senior and Intermediate Members which ultimately receive the greatest number of votes shall thereupon be and become members of the Board of Directors of the Club for the next ensuing two years.

3.6 A Director may be elected for no more than two consecutive terms of two years each, but may be elected for further consecutive terms of two years each provided at least one year intervenes between each period of no more than two consecutive terms.

3.7 The Board of Directors may appoint a nominating committee of three (3) members to recommend the required number of members for election to the Board of Directors. A list of the members recommended by the nominating committee shall be forwarded to the Secretary and included in the notice of the Annual General Meeting.

3.8 Vacation of Office. The office of a Director shall ipso facto be vacated.

- (a) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- (b) if he or she is found to be mentally incompetent;
- (c) if by notice in writing to the Club he or she resigns his or her office; or
- (d) if he or she ceases to be a Senior Member in good standing and is so declared by a resolution of the Directors.

3.9 Removal of Directors: The Members may by resolution passed by at least two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given remove any Director before the expiration of his or her term of office.

3.10 Vacancies. Vacancies in the Board may be filled for the remainder of the term of office of the former Director from among the qualified members of the Club, by the remaining Directors if constituting a quorum; otherwise and notwithstanding clause 3.4 such vacancies shall be filled at the next meeting of the members at which Directors for the ensuing year are elected.

3.11 Calling of Meetings. Meetings of the Board shall be held from time to time at such place, at such times and on such day as the President or a Vice-President or any two Directors may determine, and the Secretary shall call meetings when directed or authorized by the President or a Vice-President or any two Directors. Notice of every

meeting so called shall be given to each Director not less than twentyfour hours before the time when the meeting is to be held; but no notice of a meeting is necessary if all the Directors are present or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

3.12 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings at a time and place to be named. A copy of any resolution of the Board fixing the time and place of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.13 First Meeting of New Board. Each newly elected Board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such Board was elected, provided a quorum of Directors is present. The election of four Directors at an annual meeting shall be deemed for this purpose to be the election of a new Board. The first duty of the newly elected Board shall be to elect a President, who shall preside over Board meetings and otherwise perform the duties set forth in section 4.3.

3.14 Place of Meeting: Meetings of the Board may be held at the Club House or any other place designated by the Directors.

3.15 Votes to Govern: At all meetings of the Board every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the chairman of the meeting is entitled to a second or casting vote.

3.16 Protection of Directors and Officers: No Director or officer of the Club is liable for the acts, receipts, neglect or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Club are deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which happens in the execution of the duties of his or her office or in relation thereto, unless the same happens through his or her own dishonesty.

3.17 Indemnity of Directors and Officers. Every Director or officer of the Club and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:

(a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or the execution of the duties of his or her office;

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

3.18 Dissolution of the Club. No action shall be taken by the Board for the dissolution of the Club or the abandonment of its charter, or for the sale or other disposition of all or of a substantial part of its assets without the prior approval of at least two-thirds of the members present at a special general meeting duly called for that purpose. The advance notice of any such general meeting shall include verbatim wording of any motion to be placed before members for their consideration. Failure to give such notice and verbatim wording shall nullify any attempt to place a motion before the members at any such special meeting.

ARTICLE IV - OFFICERS

4.1 The officers of the Club shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The same person may be both Secretary and Treasurer, in which case he or she shall be known as the Secretary-

Treasurer. The Directors may appoint such other officers and officials as they may deem necessary who shall have such authority and shall perform such duties as from time to time may be prescribed by the Directors.

4.2 A member is not eligible for election as President until he or she has served one year as a Director.

4.3 President. The President shall be elected by way of secret ballot, at the first meeting of the Board after each election of Directors from among its members. A vacancy occurring from time to time in such office may be filled by the Board from among its members. The President shall, when present, preside at all meetings of the Members and of the Board and shall be charged with the general supervision of the business and affairs of the Club. He or she shall see that all orders and resolutions of the Board are carried into effect and shall have the general superintendance and direction of all the other officers of the Club and shall see that their duties are properly performed.

4.4 Vice-President. A Vice-President or Vice-Presidents may be appointed by way of secret ballot at the first meeting of the Board after each election of Directors from among its members. During the absence or inability of the President his or her duties may be performed and his or her powers may be exercised by the Vice-Presidents, in order of seniority (as determined by the Board). If a Vice-President exercises any such duties or powers the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her, or the Board may prescribe.

4.5 Secretary. The Secretary shall be appointed by the Directors. The Secretary shall give, or cause to be given, all notices required to be given to Members, Directors, auditors and members of committees: he or she shall attend all meetings of the Directors and of the Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings: he or she shall be the custodian of the seal or mechanical device generally used for affixing the corporate seal of the Club, and, of all books, papers, records, documents and other instruments belonging to the Club: and he or she shall perform such other duties as may from time to time be prescribed by the Board.

4.6 Treasurer: The Treasurer shall be appointed by the Directors. The Treasurer shall ensure that full and accurate books of account are kept in which shall be recorded all receipts and disbursements of the Club, under the direction of the Board. The Treasurer shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Club subject to the direction of the Directors. He or she shall render to the Board at the meetings thereof, or whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Club: and shall when required deliver to a Club auditor, if appointed by the Board, complete and accurate books of account so that the auditor can exercise his or her function with a minimum of difficulty. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

4.7 The Board shall assign such other specific responsibilities to individual Directors as is considered appropriate for the good management of the Club.

4.8 The Club Manager shall, unless otherwise specified herein, take direction from and report to the President of the Board.

ARTICLE V - MEETINGS OF MEMBERS

5.1 Annual Meeting: The annual meeting of the members shall be held at such place and at such time as the Board, or the President, or a Vice-President may from time to time determine, for the purpose of hearing and receiving the reports and statements that are required to be read and laid before the members at an annual meeting and for electing Directors, appointing the auditor and for the transaction of such other business as may properly be brought before the meeting.

5.2 General Meeting: The Board or the President or a Vice-President may at any time call a general meeting of the members of the Club to be held at such time and at such place as may be determined by the Board or the member

requesting the meeting. Upon receipt of a request to call a general meeting of members and setting forth the matters to be dealt with thereat signed by twenty-five members, the President or in his or her absence a Vice-President or in his or her or their absence any two Directors shall convene a general meeting of the members to deal with the said matters within twenty-one days of such request. If the President or any two Directors as aforesaid shall fail to convene a general meeting of members, the twenty-five members requesting such meeting may on their own signatures proceed to do so in the manner otherwise herein provided. No matters shall be discussed at a general meeting other than those specified in the notice calling the same. Such notice shall include verbatim wording of any motion to be placed before members for their consideration. Failure to give such notice and verbatim wording shall nullify any attempt to place a motion before the members at any such special general meeting.

5.3 Voting. All Senior and Intermediate Members shall be entitled to receive notice of and to attend meetings of the Members of the Club and to have one vote per Member in connection with all matters properly submitted to vote at such meetings.

5.4 Notices. A notice of the time and place of each annual or general meeting shall be given to the auditor of the Club and to each Member, entitled to receive the same. The notice shall be e-mailed to the address of each such member shown on the records of the Club not less than ten days before the day on which the meeting is to be held. The notice shall state the general nature of the business which is to be transacted at the meeting and specify verbatim any proposed changes to or amendments of the Club Bylaws. The notice to members of the annual meeting of the Club may contain a copy of the Directors' Report and the financial statements or a summary thereof. The signature to any notice to be given by the Club may be written, stamped, typewritten or printed. A certificate of the Secretary or other duly authorized officer of the Club, in office at the time of the making of the certificate as to facts in relation to the mailing of any notice to any member, Director or officer, is conclusive evidence thereof and is binding on every member, Director or officer of the Club as the case may be.

5.5 Report to Members. A copy of the financial statement and a copy of any auditor's report shall be furnished to any member on demand.

5.6 Persons Entitled to be Present. Only persons entitled under this by-law or by law to attend a meeting of members of the Club have the right to attend any such meeting. Any other person may be admitted to a meeting only on the invitation of the Chairman of the meeting or with the consent of the meeting.

5.7 Quorum: Ten members present in person and entitled to vote thereat constitute a quorum for the transaction of business at any meeting of members.

5.8 Scrutineers. At each meeting of members one or more voting scrutineers may be appointed either by a resolution of the meeting or by the Chairman with the consent of the meeting, to serve at the meeting. Such scrutineers need not be members of the Club.

5.9 Votes to Govern. At all meetings of members every question shall, unless otherwise required by the letters patent or by-laws of the Club or by law, be decided by the majority of the votes duly cast on the question.

5.10 Show of Hands. At all meetings of members every question other than the election of Directors (which shall be conducted by secret ballot), shall be decided by a show of hands unless a poll thereon is required by the Chairman or is demanded by any persons entitled to vote at the meeting. Upon a show of hands every person present and entitled to vote has one vote. After a show of hands has been taken upon a question, the Chairman may require or any person present and entitled to vote may demand a poll thereon. Whenever a vote by show of hands has been taken upon a question, unless a poll thereon be so required or demanded, a declaration to the meeting by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting is prima facie proof 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 is the decision of the Club, in annual or general meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

5.11 Polls. If a poll is required by the Chairman of the meeting or is duly demanded and the demand is not withdrawn, a poll upon the question shall be taken and one or more scrutineers appointed. The Chairman of the meeting may require all ballots cast on any such poll to be signed by the persons voting. The procedure on the taking of a poll shall be such as the Chairman of the meeting shall require. The result of the poll is the decision of the Club in annual or general meeting, as the case may be, upon the question in respect of which the poll was taken.

5.12 Casting Vote. In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chairman of the meeting is entitled to a second or casting vote.

5.13 Adjournment: The Chairman may, with the consent of any meeting, adjourn the same from time to time. Further Notice of the adjourned meeting shall 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.

ARTICLE VI- COMMITTEES

6.1 The Directors may from time to time appoint or disband such committees as they may consider desirable and may delegate such duties and authorities (except in respect of such matters as must by law be transacted or performed by the Board of Directors or by the members or by the Board of Directors and the members) as the Board may deem expedient.

ARTICLE VII- RULES AND REGULATIONS

7.1 The Directors may from time to time make rules and regulations with respect to the carrying out of the provisions of this By-law or in respect of the management of the affairs of the Club and they may from time to time repeal or amend any such rules and regulations.

ARTICLE VIII- FEES AND ASSESSMENTS

8.1 Annual Fees: The amount of annual fees for the next ensuing season for each class of membership shall be determined by the Directors.

8.2 The Directors shall determine the date or dates when annual fees are due and payable each year.

8.3 Assessment: The Directors may levy an assessment or assessments in any year upon every member of the Club (except honorary members). Every member liable to such assessment shall pay the same within thirty days after it is declared to be due and payable. Any assessment in excess of \$500 must be approved in advance by a two-thirds vote of the Intermediate and Senior Members present at an Annual Meeting or special General Meeting of the Club.

8.2 All members shall pay all fees and assessments in accordance with the By-law and the rules and regulations of the Club from time to time in force and are subject in all other respects to the by-laws, rules and regulations of the Club from time to time in force.

ARTICLE IX - SUSPENSION OR CANCELLATION OF MEMBERSHIP

9.1 Where the conduct of any member shall in the opinion of the Directors or any member of the Club, who shall communicate the same to the Directors in writing, be injurious to the best interests of the Club, or if any member shall willfully infringe the Constitution or any By-laws, Rules or Regulations of the Club, the Directors shall have power to suspend such member from all or any of the privileges of the Club for such period as the Directors may determine, or to cancel the membership of such member, whereupon such member shall cease to be a member of the Club, and shall thereafter be ineligible for re-admission as a member or to be introduced as a visitor or guest Such action shall be taken only if such member has been given fourteen (14) days notice of the meeting at which his or her case will be considered and the opportunity to make such representations as he or she may think fit.

ARTICLE X - FISCAL YEAR

10.1 The fiscal year of the Club terminates on October 31 in each year or at such other time as the Board may from time to time determine.

ARTICLE XI - EXECUTION OF DOCUMENTS

11.1

(a) All documents, including deeds, contracts and engagements on behalf of the Club, and powers of attorney to transfer and accept shares and other securities, if authorized by the Board of Directors, shall be signed by the President or a Vice-President and by the Secretary or the Treasurer, or by any two of the Directors.

(b) The Secretary or in his or her absence, a Director, shall affix the seal of the Club to such Instruments as require the same.

ARTICLE XII- BANKING ARRANGEMENTS

12.1

(a) The Club's bank account shall be kept in such chartered bank or banks, trust company or loan and savings company as the Board of Directors may by resolution from time to time determine. Cheques on the Club's bank account, drafts drawn or accepted by the Club and promissory notes made by it may be signed, drawn, accepted or made as the case may be, by such person or persons as the Board of Directors may by resolution from time to time name or prescribe for that purpose.

(b) Bills of exchange, promissory notes, cheques or orders for money may be endorsed for deposit to the credit of the Club's bank account by such person or persons or in such other manner as the Board of Directors may by resolution from time to time name or prescribe for that purpose. The signature of two Board members will be required.

ARTICLE XIII - BORROWING

13.1 The Directors are hereby authorized to borrow money, and to draw, make, endorse and accept cheques, bills of exchange, and promissory notes, necessary for the purposes of the Club, and every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed on behalf of the Club in accordance with its power as such under its By-laws and regulations shall be binding upon the Club. The parties so acting as officers of the Club shall not thereby be subjected personally to any liability whatever to any third party therefor.

13.2 The Directors are authorized as security for any loans, credits, advance or other indebtedness or liability of the Club to hypothecate, mortgage and pledge any or all of the Club's real or personal property and to give such security thereon as may be required and to renew, alter, vary or substitute such security from time to time.

13.3 The Club, upon a resolution, adopted by at least two-thirds of the Members, at a Special General Meeting convened for the purpose or at the Annual General Meeting, may issue bonds or debentures to such amounts and payable at such dates, and bearing such rate of interest, and containing such terms and conditions as the resolutions may determine, and may pledge or sell such bonds and debentures for such sums and at such times as may be deemed to be expedient; and to secure the payment of such bonds or debentures the Club may, by its duly authorized officers, grant to one or more trustee a hypothec upon which the immovable property of the Club, mentioning the issue and amount and the dates of payment of such bonds or debentures, the rate of interest payable thereon, and the terms and conditions upon which the same are issued, and upon the registration of such hypothec, in the office of the registration division in which the immovable property, covered by the said hypothec, is situate, the said bonds or debentures shall constitute a privileged claim in favour of the holders thereof against the Club and give a right of preference thereto over all debts and claims against the Club posterior to the issuing of such bonds or debentures, and such hypothec shall when duly registered as aforesaid be a valid security in favour of the holders or such bonds or debentures whether issued before or after the execution of such hypothec.

ARTICLE XIV - AMENDMENTS TO BY-LAWS

14.1 The By-laws of the Club may be added to, altered, amended or appealed only by a two-thirds vote of the Senior and Intermediate Members present at a regularly called and constituted Special General or Annual Meeting of the Club. Any proposed change or amendment must be specified in the notice calling the meeting. Any changes or amendments may be proposed by the Directors or by any two or more Senior or Intermediate Members. In the latter event, if the change or amendment is to be moved or proposed at an Annual Meeting it must be set out in writing and forwarded to the Secretary with reasonable notice, and if it is to be moved or proposed at a Special General Meeting it must be set out verbatim in the requisition for the Meeting.

ARTICLE XV - SEAL AND DOCUMENTS

15.1 The seal set to or impressed on these By-laws shall be the Corporate seal of the Club and unless otherwise ordered by the Directors, shall be kept in the custody of the Secretary.

PASSED the 25th day of February, A.D. 1976
and AMENDED the 29th day of November, A.D. 1978
and AMENDED the 26th day of November, A.D. 1988
and AMENDED the 9th day of May, A.D. 2004
and AMENDED the 15th day of May, A.D. 2005
and AMENDED 2007
WITNESS the Corporate Seal of the Corporation