

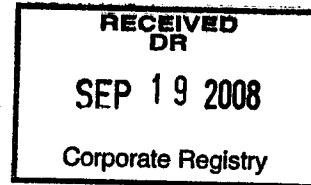
**SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at a meeting of the Members of THE CALGARY TENNIS CLUB on June 11, 2008.

The by-laws were changed as follows:

1. The existing by-laws are repealed.
2. They are replaced by the attached by-laws.

Dated effective the 19<sup>th</sup> day of June, 2008.

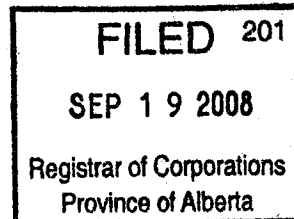


Signature:

Sharon Chilibecki  
Sharon Chilibecki

Title:

Secretary



The name of the Society shall be THE CALGARY TENNIS CLUB, incorporated under "the *Societies Act*" of Alberta.

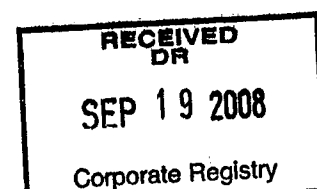
A by-law relating generally to the conduct of the affairs of THE CALGARY TENNIS CLUB (hereinafter called the "Society"):

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Society as follows:

#### SECTION 1 – INTERPRETATION

1.1 In this By-law:

- (a) "Act" means the *Societies Act* of Alberta, S-14 R.S.A. 2000, as amended;
- (b) "Annual General Meeting" means an annual meeting of the Directors and the Members;
- (c) "Board" means the board of directors of the Society;
- (d) "By-laws" means this by-law and any other by-law of the Society in force and effect;
- (e) "Club" means the buildings and grounds of the Society located at 1445 – 16<sup>th</sup> Street SW, Calgary, AB;
- (f) "Clubhouse" means the main building located at the Club;
- (g) "CPI" means the Consumer Price Index (CPI) as published by Statistics Canada for all items for Calgary, Alberta, from time to time.
- (h) "Director" means a director of the Board;
- (i) "Grand Member" means a person who has paid a multi-year membership when offered by the Society;
- (j) "Member" means a person who has paid full membership fees for the current year and is otherwise in good standing and includes a Grand Member;
- (k) "Person" means a person as defined in the *Interpretation Act* and includes
  - (i) a partnership as defined in the *Partnership Act*,
  - (ii) any incorporated organization that is not a partnership referred to in subclause (i), and
  - (iii) any group of individuals who are carrying on an activity for a common purpose and are neither a partnership referred to in subclause (i) nor an incorporated organization referred to in subclause (ii);
- (l) "Special Meeting" means a special general meeting of the Directors and the Members;
- (m) "Special Resolution" means a resolution passed
  - (i) at a meeting of the Society of which not less than 30 days' notice specifying the intention to propose the resolution has been duly given, and
  - (ii) by the vote of not less than 75% of those Members who are entitled to vote
    - a. as defined by the Society's by-laws; and



- b. in attendance at the meeting at which the vote is held.

## SECTION 2 – BOARD OF DIRECTORS

- 2.1 The Board shall consist of a minimum of 6 Directors and up to 12 Directors as follows:

Past-President  
 President  
 Vice President  
 Secretary  
 Treasurer  
 Social Director  
 Membership Director  
 Fundraising Director  
 Tournament Director  
 Grounds Director  
 Communications Director  
 Juniors Director

- 2.2 Each Director of the Board, with the exception of the Past President, shall be elected for a term of 2 years by the Members at the Annual General Meeting.

- 2.3 The term of office of a Director

- (a) commences on the conclusion of the Annual General Meeting during which the Director was elected, and
- (b) expires on the conclusion of the Annual General Meeting that takes place in the year that the Director's term of office is to expire.

- 2.4 Notwithstanding clause 2.2, in the case of the initial term of the Board, the following Directors shall be elected for a period of one year:

Vice-President  
 Secretary  
 Social Director  
 Grounds Director  
 Juniors Director

- 2.5 At the end of each fiscal year, the Directors shall receive an honorarium equivalent to 50% of the non-discounted single adult membership rate for each year that the Director serves on the Board. A Director may waive this honorarium.

## SECTION 3 – FUNCTIONS OF THE BOARD

- 3.1 The Board shall have full control and management of the business and affairs of the Society, subject to the Act, the By-laws and any resolution passed at a meeting of the Society.
- 3.2 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments required by law or otherwise by the By-Laws or any resolution of the Board or Members of the Society to be executed under corporate seal may, as determined by the Board, be signed on behalf of the Society by 2 or more Directors. Any signing Director may affix the corporate seal to any instrument requiring the same, but no instrument is invalid merely because the corporate seal is not affixed thereto.

- 3.3 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Director or Directors or officer or officers, or a combination of Director and officer, as determined by resolution of the Board.
- 3.4 Every Director and officer of the Society in exercising that person's powers and discharging that person's duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employees or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any moneys of or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of that person's respective office or trust or in relation thereto. Notwithstanding this provision, nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof. The Directors for the time being of the Society 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 of or on behalf of the Society, except shall have been submitted to and authorized or approved by the Board.
- 3.5 The Society shall indemnify a Director or officer, former Director or officer, including that person's heirs, executors, administrators and other legal representatives, from and against:
- (a) any liability and all costs, charges and expenses that that person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against that person for or in respect of anything done or permitted by that person in respect of the execution of the duties of that person's office, and
  - (b) all other costs, charges and expenses that that person sustains or incurs in respect of the affairs of the Society
- except where such liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Society. The Society shall also indemnify such persons in such other circumstances as the Act permits.
- 3.6 Subject to the limitations contained in the Act, the Society may purchase and maintain such insurance for the benefit of its Directors and officers, as determined by the Board.

## **SECTION 4 – DIRECTORS' RESPONSIBILITIES**

### **4.1 Past-President**

- 4.1.1 The Past-President may attend all meetings of the Board and shall serve as an advisor to the Board on all matters pertaining to the Society.
- 4.1.2 At meetings of the Board, the Past-President shall not vote or constitute part of the quorum.

### **4.2 President**

- 4.2.1 The President shall be the Chairperson at every meeting of the Board and the Society. In the absence or disability of both the President and the Vice-President the Chairperson shall be a Director elected by a majority vote of the quorum of the Board.
- 4.2.2 The President shall be an ex officio member of every committee struck by the Board.

4.2.3 The President shall exercise general supervision and responsibility of the Club manager(s) and professionals, as hired by the Board.

4.2.4 The President shall submit the annual report of the Society as required by Section 26 of the Act.

#### 4.3 **Vice-President**

4.3.1 During the absence or disability of the President the President's duties shall be performed by the Vice-President.

4.3.2 The Vice-President shall exercise general supervision over the Clubhouse Pro-Shop, the kitchen and bar operations.

#### 4.4 **Secretary**

4.4.1 The Secretary shall keep accurate minutes of every meeting of the Board and Society and shall file same at the Clubhouse.

4.4.2 The Secretary shall have charge of the seal of the Society. The seal shall be authenticated by the signature of the Secretary and the President or any 2 other Directors as determined by the Board.

4.4.3 In the absence or disability of the Secretary, the duties of the Secretary shall be performed by a Director appointed by a majority vote of the quorum of the Board.

4.4.4 The Secretary shall distribute the minutes of the last meeting to the Directors prior to the next Board meeting.

4.4.5 The Secretary shall file with the Registrar of Corporations for the Province of Alberta every Special Resolution passed by the Society.

#### 4.5 **Treasurer**

4.5.1 The Treasurer shall exercise general supervision over all funds deposited to or disbursed by the Society.

4.5.2 The Treasurer shall keep proper financial books and records of the Society in accordance with the Act.

4.5.3 The Treasurer shall present a full and detailed account of the receipts and disbursements to the Board whenever requested.

4.5.4 The Treasurer shall ensure that a financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditor, is prepared for submission to the Annual General Meeting no later than October 31 of each year.

#### 4.6 **Social Director**

4.6.1 The Social Director shall report to the Board whenever required and shall exercise general responsibility for the Society's social functions.

**4.7 Membership Director**

- 4.7.1 The Membership Director shall ensure that the Society keeps a record at the Clubhouse of the names and residential addresses of the Members and all other information as required by Section 36 of the Act.
- 4.7.2 The Membership Director shall exercise general responsibility for the collection and processing of all membership fees and forms received by the Society.
- 4.7.3 The Membership Director shall have general responsibility for promotion to elicit Members.
- 4.7.4 The Membership Director shall be responsible to carry out any membership refund policy as determined by the Board.

**4.8 Fundraising Director**

- 4.8.1 The Fundraising Director shall plan and initiate fundraising activities and recruit and coordinate volunteers for such activities.
- 4.8.2 The Fundraising Director shall investigate and apply for relevant federal, provincial, municipal and other grants.

**4.9 Tournament Director**

- 4.9.1 The Tournament Director shall plan and co-ordinate all sanctioned tournaments and the annual Society tournament.

**4.10 Grounds Director**

- 4.10.1 The Grounds Director shall exercise general responsibility for the maintenance of the Club grounds inside and outside the perimeter fence.
- 4.10.2 The Grounds Director, in consultation with the Board, will liaise with the City of Calgary and other parties with regard to landscaping or other maintenance inside and outside the perimeter fence.

**4.11 Juniors Director**

- 4.11.1 The Juniors Director shall exercise general responsibility for the organization and promotion of Junior Members, lessons, clinics and tournaments.

**4.12 Communications Director**

- 4.12.1 The Communications Director shall write, edit, and produce the Society's newsletter.
- 4.12.2 The Communications Director shall exercise general responsibility for notice boards and posters within the Clubhouse and the general promotion of the Society through the media.

**4.13 General Duties**

- 4.13.1 Each Director shall provide a progress report of their respective responsibilities to the Board at Board meetings.
- 4.13.2 Directors shall attend Board Meetings and if unable to attend, shall notify the Secretary prior to the meeting.

- 4.13.3 Each Director shall submit a budget for approval by the Board no later than March 31 of each year.
- 4.13.4 No Director shall exceed their approved budget without approval of the Board.
- 4.13.5 Each Director shall provide all relevant monies, receipts and disbursements to the Treasurer within 10 days of receipts or expenditures.
- 4.13.6 The Directors may appoint from among their number one or more committees of Directors, however designated, and may delegate to any such committee any of the powers of the Directors.

## SECTION 5 – ELECTIONS OF DIRECTORS

- 5.1 Subject to clause 11.7, any Member shall be eligible to be nominated for Director providing that the Member is
  - (a) an individual, and
  - (b) 18 years of age as of January 1 of the current year.
- 5.2 Nominations for a Director shall
  - (a) be in writing,
  - (b) be accompanied by or have endorsed on the written nomination the consent of the person being nominated, and
  - (c) specify the position for which the person is being nominated.
- 5.3 Nominations for a Director shall be made to the President prior to, or from the floor, at the Annual general Meeting.
- 5.4 In the case of an election under the By-laws
  - (a) if only one person is nominated for a Director's position that is to be filled, that person is deemed to have been elected to that position;
  - (b) if more than one person is nominated for a Director's position that is to be filled a secret ballot shall be conducted. The candidate receiving the largest number of votes in the election is the person who is elected to the position for which the election is held;
  - (c) in the event that a tie vote occurs between two or more candidates, a second secret ballot shall be held immediately. If the tie is not broken, the President shall select by draw the candidate for the position to be filled and that person is deemed to have been elected to the position.
- 5.5 If a vacancy occurs on the Board, the Board may appoint from among the Members an individual to act as a Director until the date of the next Annual General Meeting.
- 5.6 Where a vacancy on the Board is filled under clause 5.5 that position on the Board shall at the next Annual General Meeting be declared vacant and shall be filled by means of an election held in accordance with the By-laws.
- 5.7 An individual elected as a Director of the Board pursuant to clause 5.6 shall hold office for the unexpired portion of the term.

## SECTION 6 – REMOVAL OF DIRECTORS

- 6.1 A Director of the Board is disqualified from continuing to act as Director
- (a) if that person ceases to be a Member of the Society, in which case that person shall forthwith tender that Person's resignation to the Board;
  - (b) if that person has been found to be of unsound mind by a court in Canada or elsewhere;
  - (c) if that person is a bankrupt;
  - (d) if that person without the approval of the Board is absent for 3 consecutive meetings of the Board. The approval of the Board may be given before or after the absence occurs;
  - (e) for any other reason that  $\frac{3}{4}$  majority approval of all Directors of the Board considers appropriate.

## SECTION 7 – MEETINGS OF THE BOARD

- 7.1 Board meetings shall be called by the President and shall be held at least once every 3 months and at such place as determined by the Board.
- 7.2 Board meetings shall be called with a minimum of 10 days notice in writing mailed to each Director or of 3 days notice by telephone, facsimile, electronic mail, or other electronic means.
- 7.3 If all the Directors consent, a Director may participate in a meeting of the Board by means of telephone or such other mode of communication that permits all Directors participating in the meeting to hear each other. A Director participating in such a meeting by this means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board, including a Special Meeting of the Board.
- 7.4 A Special Meeting of the Board
- (a) shall be called upon receipt by the President of a written request by any 2 Directors, and
  - (b) may, notwithstanding clause 7.2, be called at any time without notice if a quorum of the Board is present, provided that any matter decided shall be ratified at the next Board meeting, otherwise it shall be null and void.
- 7.5 At any meeting of the Board, any Director who has a conflict of interest in any matter before that Board shall fully disclose to the Board the nature and extent of that Director's interest to the Board and shall not be entitled to vote on that matter.
- 7.6 All decisions at a meeting of the Board shall be by majority vote of the Directors present, except where the By-laws state otherwise.
- 7.7 The quorum for a meeting of the Board is any 5 Directors, excluding the past president. The resignation of a Director shall not be effective unless it is submitted in writing to the President.
- 7.8 If a Director is unable to attend a Board meeting, that Director may vote on a resolution of the Board by written proxy provided that the resolution is included in the notice referred to in clause 7.2.



## SECTION 8 – ANNUAL GENERAL MEETING

- 8.1 The Annual General Meeting of the Society shall be held once in each calendar year and not more than 2 months from the end of the fiscal year of the Society.
- 8.2 The main items of business to be dealt with at the Annual General Meeting shall include, but are not limited to:
- (a) adoption of the Minutes of the previous Annual General Meeting;
  - (b) adoption of the President's Annual Report;
  - (c) adoption of the Audited Financial Report;
  - (d) election of the Board of Directors for the ensuing year;
  - (e) adoption of the Annual Fee Structure for the ensuing year;
  - (f) appointment of an Auditor for the ensuing year.
- 8.3 The Board shall, not less than 14 days prior to an Annual General Meeting, which said meeting will be the only general meeting of the Society, send to all Members written notice of the meeting setting out
- (a) the time, date, location and purpose of the meeting,
  - (b) if special business is to be transacted at the meeting, the nature of the business, and
  - (c) a list of Members who have been nominated for Directors' positions.
- 8.4 Any notice given under clause 8.3 may be conveyed to a Member
- (a) by ordinary mail mailed to the last known address of the Member as shown on the record of the Board, or
  - (b) by facsimile, e-mail or other electronic means to be received at the last fax number, e-mail address or other electronic receiving number of the Member as shown on the records of the Board.
- 8.5 The quorum for a meeting of the Society is 15 Members, unless the meeting is pursuant to clause 13.4, in which case the quorum shall be 25 Members.

## SECTION 9 – SPECIAL MEETINGS

- 9.1 A Special Meeting shall be called within 30 days upon receipt by the Board of a petition signed by 15 Members stating the reasons for calling the meeting or, at the initiative of the Board by written notice to the members. The sole purpose of the meeting shall be the transaction of the business specified in the written petition.
- 9.2 Clauses 8.4 and 8.5 shall apply to clause 9.1.

## SECTION 10 – VOTING

- 10.1 a Member is entitled to vote
- (a) on any question put to a vote at an Annual General Meeting or Special Meeting, or
  - (b) in an election for a Director,

if the Member is

- (c) in good standing and is 18 years of age or older as of the date of the meeting, and
- (d) present at the Annual General Meeting or Special Meeting.

10.2 All decisions at any meeting of the Society shall require majority approval from the Members present, except where the By-laws indicate otherwise.

10.3 In addition to a vote in person, the club will accept official ballots mailed to the official address of the club up to the date of the meeting and received by the date of the meeting and those ballots deposited in a secure ballot box at the club which ballot box will be opened at the commencement of the meeting. The form of ballot will be available from the club by internet or by written form by a copy available via the manager of the club. The envelopes in respect to the ballots will not be opened until the commencement of the meeting.

### **SECTION 11 – MEMBERSHIPS**

11.1 Any person may become a Member of the Society upon completion of the membership application from and payment of the appropriate membership fee, unless:

- (a) that person has been suspended from the Society, or
- (b) the Board has closed applications for membership or set a maximum number of Members for the current year.

11.2 The term of a Member in the Society shall commence April 1 and expires March 31 of the following year.

11.3 Membership fees are set by the Society at the Annual General Meeting. Notwithstanding his provision, the Board may, at its discretion, offer reduced fees for that membership year.

11.4 Membership fees are non-refundable. Notwithstanding this provision, the Board may, at its discretion, refund all or part of the membership fees under exceptional circumstances as determined by the Board.

11.5 The Society may establish honorary members under the By-laws to provide interested individuals or organizations the opportunity to contribute to the activities and goals of the Society and the Board shall be entitled to designate a person as an honorary member.

11.6 An employee of the Society may become an honorary member upon the approval of the Board for the duration of their employment.

11.7 Honorary members shall not be entitled to

- (a) be nominated for election as a Director of the Board, or
- (b) vote in any election or on any matter of the Society.

11.8 A Member may resign by submitting a written notice to the Board through the President or Membership Director.

**SECTION 12 – DISCIPLINARY PROCEDURES**

- 12.1 The Board may refuse to sell a membership to an applicant for any reason that in the Board's determination is appropriate.
- 12.2 Board may cancel a membership or expel a Member or refuse to renew a membership
- (a) if the Member has contravened
    - (i) the Act,
    - (ii) the By-laws,
    - (iii) an order or direction of the Board, or
    - (iv) any policy of the Society, or
  - (b) for any other reason that in the Board's determination is appropriate.
- 12.3 Any applicant or Member whose membership is refused, cancelled, suspended, or not renewed shall be entitled to receive written notice of such refusal, cancellation, suspension, expulsion or non-renewal and may, within 10 days of receipt of such notice, make written request to the Board to review its decision at the next Board meeting.
- 12.4 Immediately after the next Board meeting, the Board must provide the applicant or Member written notice of its decision respecting that applicant's or Member's application for review.
- 12.5 The Board may
- (a) suspend or expel a Member for a period of time that it considers appropriate, or
  - (b) in the case of a Member who is suspended, remove the suspension.
- 12.6 The notice referred to in clauses 12.3 and 12.4 shall be deemed to be received by a Member if
- (a) delivered personally to the Member, or
  - (b) mailed to the last address as shown in the Society's records.
- A notice so delivered shall be deemed to have been given or sent when it is delivered personally and a notice so mailed shall be deemed to have been received within 7 days.
- 12.7 A Director may not vote on any matter concerning membership of that Director.
- 12.8 A Director whose membership has been cancelled, suspended or not renewed shall cease to be a Director.

**SECTION 13 – POWER OF EXPENDITURE**

- 13.1 For the purposes of carrying out its objectives and obligations, the Board may borrow, raise or secure the payment of money in such a manner that the indebtedness of the Society shall not exceed ten (10%) percent of the gross revenue of the previous fiscal year as stated in the audited Financial Statement.
- 13.2 The power by the Board to incur an indebtedness in excess of ten (10%) percent of the gross revenue of the previous fiscal year shall be determined by Special Resolution.

- 13.3 The power of the Board to authorize expenditures for any single event or project, the gross cost of which is budgeted to exceed \$70,000.00 in 2008 dollars shall be determined by a vote of the Members present at a meeting of the Society. If the project has not been initiated within 2 years of the meeting the Society must call a meeting to review the project. For years subsequent to 2008, the \$70,000.00 amount shall be indexed by the CPI.
- 13.4 The power of the Board to authorize expenditures for any single event or project, the gross cost of which is budgeted to exceed \$100,000.00 (an amount which shall be indexed by the CPI) shall be determined by a vote requiring a 2/3 majority approval of the Members present at a meeting of the Society. If the project has not been initiated within 3 years of the meeting the Society must call a meeting to review the project.
- 13.5 The Society shall hold a sum of \$30,000.00 (an amount which shall be indexed by the CPI) in reserve as operating capital. This reserve may not be committed to any projects under clauses 13.3 and 13.4.

#### **SECTION 14 – AUDITING**

- 14.1 The Society shall appoint an auditor at each Annual General Meeting.
- 14.2 The Society's fiscal year shall be from October 1 to September 30 of the following year.
- 14.3 The Auditor shall prepare an audited financial statement of the Society for presentation at the Annual General Meeting.
- 14.4 The audited financial statement shall be forwarded to the Registrar of Corporations for the Province of Alberta no later than November 30.

#### **SECTION 15 – RECORDS OF THE SOCIETY**

- 15.1 All books, accounts and records of the Society shall be available for inspection at the Clubhouse by any Member at the Annual General Meeting, or at any time, upon that Member giving reasonable notice and arranging a time that is agreeable with the Director having charge of those books, accounts and records.
- 15.2 A copy of the audited Financial Statement presented at the Annual General Meeting and a list of the newly elected Directors giving their full names, occupations, and addresses shall be forwarded to the Registrar of Corporations for the Province of Alberta and the City of Calgary "Department of Parks and Recreation", no later than November 30 each year, as required by the Act and the City of Calgary requirements.

#### **SECTION 16 – REMUNERATION**

- 16.1 Unless authorized at any meeting of the Board, no Director or Member of the Society shall receive any remuneration for services rendered to the Society, except as authorized under clause 2.5.

#### **SECTION 17 – BY-LAWS**

- 17.1 The By-laws may be altered, or rescinded by a Special Resolution of the Members at a meeting of the Society.
- 17.2 Any changes to the By-laws shall be filed with the Registrar of Corporations for the Province of Alberta within 10 days of that meeting and shall not take effect until approved by the said registrar.

**SECTION 18 – CONTINGENCIES**

- 18.1 Any matter not specifically covered by the foregoing By-laws shall be resolved in the first instance by the Board. An appeal against the action taken by the Board shall be referred to the Members and appeals against the Board's decisions shall be resolved in a resolution passed at a meeting of the Society.

**SECTION 19 - REPEAL**

- 19.1 The Calgary Tennis Club by-laws registered with the Registrar of Corporations for the Province of Alberta on June 7, 2005, are repealed.

**Dated** at Calgary, Alberta, this 11<sup>th</sup> day of June, 2008.