



## **2025 AMENDED AND RESTATED GENERAL BY-LAW**

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A by-law relating to the transaction of the affairs of  
**RIDEAU CLUB**  
and the social club maintained and operated by it.

Amended and Restated  
By-law in effect as at  
**the 24th day of September 2025**

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## **PART I - GENERAL**

### **ARTICLE 1 INTERPRETATION**

- 1.1 Definitions. In this by-law and all other by-laws, resolutions and minutes of the Corporation, unless the context requires otherwise:
- (a) “**Act**” means the *Not-for-Profit Corporations Act*, 2010 (Ontario), and any statute or regulations that may be substituted, as amended from time to time;
  - (b) “**Affiliated Club**” means a club so designated by the Board from time to time;
  - (c) “**Associate**” means a person who is not a member of the Club but is entitled to certain privileges including having access to Club as set out in Section 19.2;
  - (d) “**Board**” means the board of directors of the Corporation (<< *Conseil* >>);
  - (e) “**By-law**” means this amended and restated by-law and all other by-laws adopted by the Corporation from time to time in force and effect (<< *règlements administratifs* >>);
  - (f) “**Business Day**” means a day on which commercial banks are open for business in Ottawa, Ontario but excludes (a) a Saturday, a Sunday or any other statutory or civic holiday in the Province of Ontario;
  - (g) “**Club**” means the social club maintained and operated by the Corporation under the name Rideau Club (<< *Club* >>);
  - (h) “**Corporation**” means the corporation continued under the Act as an Ontario Not-for-Profit corporation by the filing of articles of continuance issued by Corporation Canada and dated •, with the name Rideau Club (<< *Société* >>);
  - (i) “**Former Member**” shall mean a former member of the Club who voluntarily resigned as a Member of the Club;
  - (j) “**General Member**” means an individual who is entitled to certain privileges including having access to Club as set out in Section 19.1;
  - (k) “**Honorary Member**” means an individual who is entitled to certain privileges including having access to Club as set out in Section 19.1;
  - (l) “**Members**” means, collectively the General Members and the Honorary Members of the Club (<< *membre* >>); and
  - (m) “**Recorded Address**” means, in relation to a Member, their address as recorded in the register of Members and in the case of a director, officer or auditor, their address as recorded in the records of the Corporation (<< *adresse inscrite* >>).

## 1.2 Interpretation.

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) All terms contained herein and which are defined in the Act, or the Regulations shall have the meanings given to such terms in the Act or the Regulations.
- (b) Words importing the singular number only shall include the plural and *vice versa*; and the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as a trustee, executor, administrator or other legal representative and any number or aggregate number of persons.
- (c) The words “they”, “them”, “their” and “themselves” are used as gender neutral pronouns applicable to natural persons of any gender.
- (d) A reference to an Article or a Section followed by a number shall refer to an Article or Section of this By-law, except as otherwise stated.
- (e) The headings used in the By-laws are inserted for reference purposes only and are not to be construed 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.
- (f) If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- (g) The term “contracts, documents or instruments in writing” as used in this By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

## **ARTICLE 2 HEAD OFFICE**

- 2.1 Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be situated in the Province of Ontario, in the City of Ottawa.

## **ARTICLE 3 CORPORATE SEAL**

- 3.1 Corporate Seal. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

## **ARTICLE 4 FINANCIAL YEAR**

- 4.1 Financial Year. Until changed by resolution of Board, the financial year shall end on August 31 in each year.

## **ARTICLE 5 EXECUTION OF INSTRUMENTS**

- 5.1 Signing of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall require two signatures. They shall be signed by any two of the President, the Vice-President, the Chief Executive Officer, the Secretary or the Treasurer. In addition, the Board may from time to time by resolution appoint any individual or individuals to sign on behalf of the Corporation any particular document or class of documents either with or without the affixing of the corporate seal and, where required, any signing officer may affix the corporate seal thereto.
- 5.2 Certified Copies. Copies of by-laws, resolutions or other proceedings of the Board or Members may be certified under the corporate seal by the Secretary or any director.

## **ARTICLE 6 VOTING OF OTHER COMPANIES' SECURITIES**

- 6.1 Proxies. The signing officers may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise voting rights attaching to any shares or securities held by the Corporation. Such instruments, certificates or any other evidence shall be in favour of such individual or individuals as the Board shall from time to time determine or, in the absence of action by the Board, as may be determined by the signing officers executing or arranging for them. In addition, the Board may from time to time determine the manner in which any particular voting rights may be exercised.

## **ARTICLE 7 INSPECTION OF ACCOUNTING RECORDS**

- 7.1 Accounting Records. The Board may by resolution from time to time determine the extent, time, place and conditions at and under which the books of account and accounting records, or any of them, shall be open to inspection by the Members, and no Member shall be entitled to inspect any books of account and accounting records of the Corporation otherwise than as provided by the Act or as so authorized by the Board or by a resolution passed at a meeting of Members.

## **ARTICLE 8 BANKING AND BORROWING**

- 8.1 Banking Arrangements. The banking business of the Corporation shall be transacted with such bank or trust company carrying on a banking business as the Board may by resolution designate from time to time, and such banking business, or any part thereof, shall be transacted under such agreements, instructions, and delegation of powers as the Board may by resolution from time to time prescribe or authorize.

8.2 **Borrowing Power.** The Board may by resolution from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

8.3 **Delegation.** From time to time, the board of directors may authorize any director or officer or other persons to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the board of directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

## **ARTICLE 9 PROTECTION OF DIRECTORS AND OFFICERS**

9.1 **Limitation of Liability.** Every director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith 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, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be placed or invested from time to time, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom or which any monies, securities or effects of the Corporation are lodged or deposited from time to time, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of their office or in relation thereto unless the same happens by or through their failure to exercise their powers and to discharge their duties honestly, in good faith with a view to the best interests of the Corporation; provided that nothing herein contained shall relieve any director or officer from the duty to act in accordance with the Act, and the Regulations or from liability for any breach thereof.

- 9.2 Indemnity. Subject to the provisions of the Act, every director, officer or member of a committee of the Corporation, or former director, officer or member of a committee of the Corporation, and their heirs, executors, and administrators, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that 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 about the execution of the duties of their office; and
  - (b) all other costs, charges, and expenses that they sustain or incur in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by their own willful neglect or default, save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith with a view to the best interests of the Corporation in the performance of the duties of office.
- 9.3 Insurance. The Corporation may purchase and maintain insurance for the benefit of a director or officer, or former director or officer against any liability incurred by him or her in their capacity as a director or officer of the Corporation, except where the liability is occasioned by their own willful neglect or default or by failure to conform with the Act.

## **ARTICLE 10 NOTICES**

- 10.1 Method of Giving. Any notice (which term includes any written communication or document) to be given by the Corporation to a Member, Associate, officer, director, member of a committee of the Board or auditor of the Corporation shall be sufficiently given if sent by either of:
- (a) prepaid mail addressed to, or delivered personally to:
    - (i) in the case of a director, their latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act* (Ontario), whichever is the more current; and
    - (ii) in the case of any other person their latest address as shown in the records of the Corporation, or
  - (b) Delivery to an electronic mail address, where the person to which notice is being given has previously requested or agreed that communication from the Corporation be provided electronically, and has provided an electronic mail address for this purpose

If a notice is mailed, it shall be conclusively considered to have been delivered upon deposit in a post office or public letterbox in Ottawa; and if sent by electronic transmission, when so sent. The Secretary may change or cause to be changed the recorded address of any Member, Associate, officer, director, member of a committee of the Board or auditor of the Corporation in accordance with any information believed by him or her to be reliable.



- 10.2 Proof of Giving Notice. The certificate of the Secretary or any director authorized by the Board for such purpose as to facts respecting the giving of any notice shall constitute conclusive evidence of the facts set out in such certificate.
- 10.3 Error or Omission in Giving Notice. The accidental omission to give any notice to any Member, Associate, director, officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **ARTICLE 11 AMENDMENT OF BY-LAWS**

- 11.1 Amendment of By-laws. Except as provided in this Section 11.1, the Board may, by resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by at least two-thirds of the votes cast thereat on a motion for confirmation. If the By-law, amendment or repeal is confirmed by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. Notwithstanding the foregoing, no such amending by-law changing any class of Members, or their respective rights or privileges shall have any effect until confirmed at a meeting of Members by at least two-thirds of the votes cast thereat on a motion for confirmation. The notice calling such a meeting shall be accompanied by a copy of such amending by-law.

## **ARTICLE 12 REVOCATION AND SAVING CLAUSE**

- 12.1 Revocation. The by-law of the Corporation as heretofore enacted and amended is repealed in its entirety from and after the effective date of this By-law.
- 12.2 Saving Clause. Such repeal of the General By-law of the Corporation shall not affect the previous operation of such by-law or affect the validity of any act done or any right, privilege, obligation or liability acquired or incurred under such by-law or the validity of any contract or agreement made pursuant thereto prior to its repeal, and all officers and individuals acting under such by-law, and all resolutions with continuing effect passed by the Board, the Members or any committee under the by-law so repealed shall continue to be valid, except to the extent inconsistent with this By-law.

## **ARTICLE 13 EFFECTIVE DATE**

- 13.1 Effective Date. This By-law shall come into force when it is enacted by the Board and confirmed at a meeting of Members by at least two thirds of the votes cast on a motion for confirmation.

## **PART II - GOVERNANCE**

### **ARTICLE 14 MEETINGS OF MEMBERS**

- 14.1 Annual Meetings. The annual meeting of Members shall be held at such time and on such day in each year as the Board may by resolution from time to time determine or, in the absence of such resolution, as the President may prescribe, all in accordance with and subject to the provisions of the Act.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct the audit review;
- (e) reappointment or new appointment of the auditor or a person to conduct the audit review for the coming year;
- (f) election of directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- 14.2 Annual Election of Directors.

- (a) The annual election of directors shall take place at the annual meeting of Members and, unless the directors are elected by acclamation or the meeting otherwise consents, the election shall be by ballot.
  - (i) At least 60 days before the annual meeting, the Board shall appoint a Nominating Committee consisting of the President, one Past President (who is not currently serving as an ex officio Member of the Board) and three Members who are not directors and who have not served as President. The Chairman of the Nominating Committee shall be a Past President or such other person as the Board may determine from time to time. At least 30 clear days before the annual meeting, the Nominating Committee shall, by a majority of votes, nominate such number of Members as directors equivalent to the current and upcoming vacancies for a term of up to two (2) years, to hold office until the annual meeting coinciding with the expiry of their term or until their successors have been duly appointed as provided for by Article 15.

- (b) At least 10 Business Days before the annual meeting of Members, the Secretary shall send to each Member, the list of nominees for directors as submitted by the Nominating Committee.
  - (c) Members shall be entitled to nominate, in addition to those individuals nominated by the Nominating Committee, other Members to be directors of the Corporation for election for the upcoming annual meeting. These nominations shall be in writing signed by two Members and shall be delivered to the Secretary at least four clear days before the annual meeting with a statement signed by each nominee that they are willing to act if elected by the Members. At the end of the fourth clear day before the annual meeting, the Secretary shall send to each Member a list of any additional nominations. Except for any vacancy on the Board for which no nomination has been made, nominations for directors shall be closed at the end of the fourth clear day.
- 14.3 Special Meeting. A special meeting of Members may be convened at any time by the Board or the President and shall be convened on the written request of at least 15 Members specifying the purpose for which a special meeting is requested or pursuant to Section 23.6.
- 14.4 Place of Meeting. Meetings of Members shall be held at the head office of the Corporation or elsewhere in the City of Ottawa or, if the Board so determines, at some other place in Ontario.
- 14.5 Notice of Meeting. Notice of the time and place of an annual meeting or special meeting of Members shall be given in the manner provided for in Article 10, not less than 10 days before the date of the meeting. This period is exclusive of the day on which the notice is given but inclusive of the day for which notice is given. This notice is to be sent to the auditors, to the directors and to each individual who, at the close of business on the day on which the notice is given, is entered on the register as a Member of the Club. Notice of a meeting of Members, whether annual or special, shall state the general nature of the business to be transacted at it. A Member may waive notice of any meeting or of any irregularity occurring at any meeting or in the notice calling the meeting. The accidental omission to give notice of any meeting to any Member shall not invalidate any resolution passed or any proceedings taken at the meeting. A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- 14.6 Attendance. The only individuals entitled to attend a meeting of Members shall be those entitled to vote, the auditors of the Corporation and others who, although not entitled to vote, are entitled, or required under any provision of the Act or this By-law to be present at the meeting. Any other individual may be admitted only on the invitation of the presiding officer at the meeting or with the consent of the meeting.

- 14.7 Telephonic or Electronic Meeting. Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting,
- 14.8 Quorum. A quorum for the transaction of business at any meeting of Members shall be 10 Members present in person. The Members and duly appointed nominees by proxy at any meeting at which there is a quorum may continue to conduct the business of the meeting notwithstanding the withdrawal prior to adjournment or termination of the meeting of such number of Members which results in less than a quorum being present.
- 14.9 Right to Vote. At any meeting of Members, every individual shall be entitled to vote if such individual is, at the time of taking the vote, entered in the register as a Member of the Corporation. Each Member shall be entitled to one vote at any meeting.
- 14.10 Proxies. Each Member may by proxy appoint an individual as their nominee to attend and act for them at a meeting of Members in the manner, to the extent and with the power conferred by the proxy appointing them. The Corporation shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice concurrently with or before giving notice of the meeting. Pursuant to Section 64(1) of the Act, every Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, or one (1) or more alternate proxyholders, to attend and act as their representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy; provided that a proxy is valid only at the meeting in respect of which it is given or at continuation of that meeting after an adjournment. A proxy shall be in writing signed by the Member and shall conform to the requirements of the Act. A proxy form signed electronically shall be valid.
- 14.11 Time for Deposit of Proxies. The Board may fix a time, preceding the time of any meeting of Members by not more than 48 hours, excluding non-business days, before which proxies must be deposited. A proxy shall be valid only if it shall have been deposited with the Secretary before the time fixed and specified in the notice calling the meeting, or, if no such time is specified in the notice, it is received by the Secretary prior to the commencement of the meeting.
- 14.12 Voting at Meetings. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or this By-law. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless the presiding officer requires a poll. After a show of hands, the presiding officer may require, or any five or more Members present and entitled to vote may demand, a poll. Unless a poll is required or demanded, a declaration by the presiding officer at the meeting that a resolution has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

- 14.13 Polls at Meetings. If a poll is required or duly demanded and the demand is not withdrawn, a poll on the question shall be taken in the manner and at such time as the presiding officer at the meeting directs. The result of the poll taken shall be the decision of the Members on the question.
- 14.14 Casting Vote. In case of an equality of votes at any meeting of Members, either upon a show of hands or a poll, the presiding officer at the meeting shall have a second or casting vote.
- 14.15 Business at Meetings. No individual entitled to vote at any meeting of Members may, without the consent of the meeting, move a resolution at this meeting relating to special business unless they have given written notice to the Secretary at least five clear working days before the date of the meeting. Special business shall not include business arising out of the minutes, out of reports submitted by officers, committees, or the auditors or out of any matter brought before the meeting by the presiding officer.
- 14.16 Adjournment. The presiding officer at a meeting of Members may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and to a fixed place. No notice of adjournment need be given except when the meeting is adjourned for 30 clear days or more. In this case, notice of the adjourned meeting shall be given as provided for in Section 14.5. Without the consent of those present and entitled to vote, no business shall be dealt with at any adjournment of a meeting of Members except such business as could have been dealt with at the meeting that was adjourned.

## **ARTICLE 15 DIRECTORS**

- 15.1 Number and Quorum. Until changed in accordance with the Act, the Board shall consist of nine (9) directors of whom five (5) shall constitute a quorum for the transaction of business.
- 15.2 Election and Term. At each annual meeting, directors of a number equivalent to the current and upcoming vacancies shall be elected for a term of up to two (2) years, to hold office until the annual meeting coinciding with the expiry of their term, unless the office is vacated pursuant to Section 15.3. No individual shall be eligible for election as director for more than three consecutive terms, provided that, to the extent a director also holds the position of Vice-President or President, the time during which the director serves as Vice-President or President shall not be used to calculate the number of years and/or terms served by such individual as director.
- 15.3 Vacancy on the Board
- (a) Vacation of Office. Subject to the provisions of the Act, the office of a director shall be vacated in accordance with the provisions of the Act or upon the occurrence of any of the following events:
- (i) if the Director is found to be incapable by a court or incapable of managing their affairs;
- (ii) if they die or become bankrupt;

- (iii) if they cease to be a member of the Club;
- (iv) if they resign office by notice in writing to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- (v) if, at a meeting of the Members, the Members by ordinary resolution remove the director before the expiration of the director's term of office.

15.4 Filling Vacancies. A vacancy on the Board shall be filled as follows, and the director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of directors or there has been a failure to elect the number or minimum number of directors set out in the articles or this By-law, the directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no directors in office, the meeting may be called by any Member; and
- (c) a quorum of directors may fill a vacancy among the directors.

## **ARTICLE 16 BOARD MEETINGS**

16.1 Place of Meeting. Meetings of the Board shall be held at the head office of the Corporation or elsewhere in or outside Ontario as the Board may by resolution from time to time determine.

16.2 Calling of Meeting. Meetings of the Board may be convened by the President, the Vice-President, or any two directors and shall be convened by the Secretary on the direction of the President, the Vice-President, or any two directors. Notice of the time and place of each Board meeting shall be given in the manner provided in Article 10 to each director not less than 48 hours before the time when the meeting is to be held. No notice of a Board meeting shall be necessary if all the directors in office are present or if a quorum is present and those who are absent signify their consent, either before or after the meeting, in writing or by any other form of transmitted or recorded message, to the holding of the Board meeting in their absence. A director may waive notice of any meeting or any irregularity occurring at any meeting or in the notice calling the meeting. A notice of a meeting of directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

16.3 Attendance. The only individuals entitled to attend a Board meeting shall be the directors and any individual who has received the invitation of the presiding officer at the Board meeting or a majority of the directors present.

- 16.4 First Meeting of New Board or with New Director. Provided a quorum of directors is present, the board may without notice hold its first meeting immediately following the meeting of Members at which the Board is elected. In the case of a director elected to fill a vacancy on the Board, no notice of the meeting at which this election will take place shall be necessary to this new director in order that the meeting be validly held and constituted. The newly elected director, if present, shall be entitled to attend the remainder of the Board meeting.
- 16.5 Regular Meetings. The Board may appoint a day or days in any month or months for regular Board meetings at a place and time to be determined. A copy of any resolution of the Board fixing the time and place of regular Board meetings shall be given to each director forthwith after being passed but not less than four days before the first regular meeting is to take place. This period is exclusive of the day on which the notice is given but inclusive of the day on which the first regular meeting is to take place. Thereafter, no other notice shall be required for any regular meeting.
- 16.6 Voting. Any question arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the presiding officer shall have a second or casting vote. All votes at any Board meeting shall be decided by a show of hands unless any director demands a poll; if a poll is demanded and the demand is not withdrawn, a poll on the question shall be taken in such manner and at such time as the presiding officer at the meeting directs. The result of the poll shall be the decision of the Board upon the question.
- 16.7 Remuneration of Directors. Directors shall not be paid any remuneration for their services as directors, but a director who performs services for the Corporation in their professional capacity, may be paid such professional fees and disbursements relating to such services as the Board may determine. In addition, the Board may by resolution from time-to-time award special remuneration to any director who performs special work or service for the Corporation or undertakes any special mission on its behalf outside the normal service as a director. Directors may also be reimbursed for out-of-pocket expenses, properly incurred by them in the performance of their duties as directors, as the Board may from time to time determine. Any payment made by the Corporation to a director pursuant to this Section shall not require the approval of, or confirmation by, the Members.
- 16.8 Conflict of Interest. In the event that any director or officer is a party to or otherwise has any interest in any contract, transaction or proposed contract or transaction with the Corporation or has an interest in any person who is a party to a contract or transaction or proposed contract or transaction with the Corporation, they shall disclose to all of the other directors in writing the nature and extent of their interest forthwith after becoming aware of the contract or proposal. They shall further make a declaration of the interest at the next meeting of the directors and shall otherwise comply with the Act. Except as provided by the Act, no such director shall attend any part of a meeting of directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

- 16.9 Participation by Telephonic or Electronic Means. Subject to the provisions of the articles, if any, a meeting of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of directors is deemed for the purposes of the Act to be present at the meeting.

## **ARTICLE 17 OFFICERS**

- 17.1 President and Vice-President. The Board shall, at the first Board meeting after the annual meeting of Members, appoint the President and the Vice-President from among its members. No director shall be appointed either President or Vice-President for more than two consecutive years.
- 17.2 Past President. The immediate Past President of the Club shall be an ex officio Member of the Board, with voice, but no vote. If the immediate Past President cannot serve, their predecessor shall act.
- 17.3 Other Officers. From time to time, the Board shall appoint a Secretary, a Treasurer and a Chief Executive Officer and may appoint such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. These officers may, but need not be, directors or Members. Except for individuals who hold the office of President or Vice-President, any individual may hold more than one office. Any officer so appointed shall hold office at the pleasure of the Board.
- 17.4 Duties of President and Vice-President. The President shall be the Chairperson of the Corporation. They shall preside at all meetings of the Board and meetings of Members. During the absence or disability of the President, the Vice-President shall exercise the authority and perform the duties of the President. The Vice- President shall have such other powers and duties as the Board may prescribe.
- 17.5 Presiding Officer. In the absence of the President and Vice-President from a Board meeting or a meeting of Members, those present shall choose a director who is present to preside at the meeting.
- 17.6 Duties of Secretary. The Secretary shall attend and be the secretary at all meetings of the Board, Members, and all Standing and other Committees. They shall enter or cause to be entered in records kept for that purpose minutes of all proceedings or records of decisions as appropriate. They shall keep and maintain all registers of the Corporation as required by the Act and all records relating to Members. They she shall be the custodian of the corporate seal and of all books, papers, records, and documents, except documents in respect of which some other officer or agent has been appointed by the Club for that purpose. They shall have such other duties as the Board or the President may prescribe.



- 17.7 Duties of Treasurer. The Treasurer shall keep, or cause to be kept, all books of account and accounting records as required by the Act and, under the direction of the Finance Committee and the Board, shall cause an annual budget for operations to be prepared. They shall also control the deposit of money, the safekeeping of investments and the disbursement of the funds of the Corporation. They shall render to the Finance Committee and the Board whenever required an account of all their transactions as Treasurer and of the financial position of the Corporation. They shall have such other duties as the Finance Committee, or the Board may prescribe.
- 17.8 Duties of Chief Executive Officer. Subject to the authority of the Board and the supervision of the President, the Chief Executive Officer shall have general supervision of and be responsible for the conduct of the affairs of the Corporation and the power to appoint and remove any employee or agent of the Corporation not appointed by the Board and to settle the terms of their employment and remuneration. The Chief Executive Officer serves as an ex officio member of all committees with voice, but no vote. They shall have such other duties as the Board may prescribe.
- 17.9 Duties of Other Officers. The duties of all other officers shall be such as the terms of their employment call for or as the Board or the President may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by this assistant unless the Board or the President otherwise directs.
- 17.10 Vacancies and Delegation of Duties. If a vacancy occurs in any office or in the membership of any committee, the Board may by resolution appoint or nominate a qualified individual to fill the vacancy. In case of the absence or disability of any officer, or for any other reason the Board may consider sufficient, the Board may delegate any of the powers of this officer for the time being to any other officer or director.
- 17.11 Variation of Duties. The Board may from time to time vary, add to, or limit the powers and duties of any officer.
- 17.12 Term of Office. The Board may remove at its pleasure any officer of the Corporation. Otherwise, each officer appointed by the Board shall hold office until their successor is elected or appointed.
- 17.13 Terms of Employment and Remuneration. The Board shall determine the terms of employment of and remuneration to be paid to officers, employees and agents of the Corporation appointed by the Board.

## **ARTICLE 18 COMMITTEES**

- 18.1 Standing Committees. The Chair of each standing committee of the Corporation shall be appointed by the President from among the directors of the Corporation. The other members of each standing committee shall be selected by the Chair of that committee from among members in consultation with the Board. The Chairs and members of standing committees shall hold office until their successors are elected or selected. Subject to the approval of the Board, each Chair of a standing committee may appoint one or more Vice-Chairs from among its members.

Each standing committee shall carry out such duties as may be assigned to it in this By-law or as may be determined by the Board from time to time.

The Standing Committees of the Corporation shall be:

- (a) Finance Committee. The Finance Committee shall consist of at least three (3) members and a majority shall constitute a quorum. The Finance Committee shall control and supervise the financial transactions of the Corporation and the performance of the duties assigned by this By-law and the Board to the Treasurer. It shall render to the Board at its regular meetings, or whenever required by the Board, an account of the financial position of the Corporation and shall submit or cause to be submitted to the Corporation's auditors promptly after the end of each financial year the financial statements of the Corporation for the year, and similarly at such other times and for such other period as the Board may require.
  - (b) Audit Committee. The Audit Committee shall consist of at least three (3) members who shall all be directors of the Corporation and a majority shall constitute a quorum. The Audit Committee shall serve as the Board's liaison with the external auditor and recommend acceptance and approval of the final audit report to the Board. It shall ensure that the Treasurer and the Finance Committee comply with the internal controls and policies and provide oversight of the Finance Committee to ensure that the Treasurer and the Finance Committee are exercising proper stewardship of the organization's accounting and finance function.
  - (c) Governance Committee. The Governance Committee shall consist of at least three (3) members and a majority shall constitute a quorum. The Governance Committee shall review, evaluate, and provide recommendations to the Board in respect of amendments to the Club's By-Law(s) and other constating documents. It shall review, evaluate, and provide recommendations to the Board in respect of the governance policies and processes that support and help the Board fulfil its roles and responsibilities generally.
- 18.2 Ad Hoc Committees. The Board may establish such other committees as it may from time to time consider advisable in the interest of the Corporation. The Chair and Vice Chair of each ad hoc committee shall be appointed by the President from among Members. The other members of each ad hoc committee shall be selected by the Chair of that committee after consultation with the Board.
- 18.3 Control. All Standing Committees and Ad Hoc Committees shall report to the Board and shall always be subject to its direction and control.
- 18.4 Participation by Telephonic or Electronic Means. Meetings of members of committees may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends to any meetings of Standing Committees or Ad Hoc Committees is deemed to be present at the meeting.

## **PART III- MEMBERSHIP**

### **ARTICLE 19 MEMBERS AND ASSOCIATES**

#### **19.1 Members and Categories of Members.**

Membership in the Club shall be available to those individuals who are interested in having access to the Club and enjoying all of the privileges offered by the Club from time to time.

- (a) Subject to the articles, there shall be two (2) classes of members, namely: the General Members and the Honorary Members (collectively, the “**Members**”).
  - (i) General Members. General Members shall be entitled to all the privileges of the Club and shall be entitled to receive notice of, attend and vote at all meetings of Members and each General Member shall be entitled to one (1) vote.
  - (ii) Honorary Members. Honorary Members shall be limited and available to the Governor General of Canada, the Prime Minister of Canada, and the Chief Justice of Canada. They shall be Members for life, entitled to all the privileges of the Club and shall be entitled to receive notice of, attend and vote at all meetings of Members and each Honorary Member shall be entitled to one (1) vote.

A person may be admitted as a General Member of the Club by submitting an application as a Member, which application as Member has received the approval of the Board in accordance with the Membership Guidelines and as more particularly set forth in Section 20.1.

A person may be admitted as an Honorary Member of the Club by submitting an application as a Member, which application as Member has received the approval of the Board in accordance with the Membership Guidelines and as more particularly set forth in Section 20.1.

A Member must adhere to and adopt the principles set out in the House Rules or in the Membership Policies of the Club as developed from time to time by the Board.

#### **19.2 Associates and Categories of Associates.**

The Club shall have the following categories of Associates (collectively, the “**Associates**”).

- (a) Diplomatic Associates. Diplomatic Associates shall be limited and available to the individuals holding the position or office as foreign Heads of Diplomatic Missions, Heads of international agencies, accredited to the Government of Canada or having personal Diplomatic status.
- (b) Honorary Associates. Honorary Associates shall be available to individuals holding certain prominent offices that the Board has deemed should entitle those individuals to association with the Club.

- (c) Corporate Associates. Corporate Associates shall be available to individuals who are employees of “Corporate Members” (as defined in Section 21.1(b)(ii)), provided that any such individual shall cease to be a Corporate Associate if the Corporate Member ceases to be a Member of the Club or an employee of the Corporate Member.

Associates shall have access to the Club and all of the privileges of the Club but shall not be deemed to be Members of the Club and shall not be entitled to receive notice of, attend or vote at any meeting of the Members. The Board may extend an invitation to Associates to attend a meeting of Members, but they shall have no vote thereat. Associates shall not be entitled to approve new Members of the Club nor entitled to propose candidates for membership.

A person may be nominated as an Associate by submitting an application as an Associate, which application has received the approval of the Board in accordance with the Associates Guidelines and as more particularly set forth in Section 20.1.

- 19.3 Number of Members and Associates. The Board may from time to time limit the number of Members or Associates or the number within any class of Members or Associates.
- 19.4 Privileges of Members’ and Associates’ Spouses. The spouse of a Member or Associate shall, at the request of the Member or Associate, as the case may be, be entitled to the privileges of the Club (except voting and nominating privileges of Members), provided that the Member or Associate, as the case may be, has given the Secretary on the form provided a specimen of the signature of the spouse and undertakes to be responsible for the spouse’s indebtedness and obligations to the Corporation. For greater certainty, the spouse of a Member or Associate shall not be entitled to receive notice of, attend or vote at any meeting of the Members nor entitled to approve new Members of the Club or entitled to propose candidates for membership.
- 19.5 Divorced or Legally Separated Spouses. An individual who is divorced or legally separated from a Member may, notwithstanding the procedure set out in Article 20, be admitted as a Member by the Board, upon approval by the Board of their written application and upon payment of such Fee, if any, as may be determined by the Board.

## **ARTICLE 20**

### **PROPOSAL, ELECTION AND RESIGNATION OF MEMBERS AND ASSOCIATES**

- 20.1 Proposal and Election of Members and Associates.

- (a) General Members:

Every proposal for the admission of a candidate (including a Former Member who is a candidate) as a General Member shall be made by a written submission to the Secretary of the Club in the form (the “**Membership Nomination Form**”) then approved by the Board.

The Board may, from time to time, adopt such policies and procedures to be followed (“**Membership Guidelines**”) for the admissions of a person as a new Member of the Club as the Board may determine, acting reasonably, provided that, in all instances, no person shall be admitted as a new Member of the Club unless and until:

- (i) A Membership Nomination Form has been completed, submitted and signed by two (2) Members of the Club, as proposer and seconder;
- (ii) Members have received notice of the proposed admission of a candidate as a new Member and given the opportunity to comment on the proposal for membership of any candidate in the manner and within the time periods specified by the Secretary of the Club; and
- (iii) The candidate’s nomination for admission as a Member has been submitted for consideration by the Board and has received the Board’s approval for admission of the candidate as Member.

Notwithstanding the foregoing, the Board may waive the requirements set forth in items (i) to (iii) of this Section 20.1(a) in relation to the election of a new Member who is the surviving spouse of a deceased Member, pursuant to Section 21.3.

(b) Honorary Members:

A person who holds the role or position contemplated by and defined in the Honorary Membership class may be admitted as Honorary Member upon receipt of a request to be admitted as Honorary Member by the Secretary of the Corporation and approved by the Board.

(c) Associates:

Every proposal for the admission of a candidate as an Associate shall be made by written submission to the Secretary in the form (the “**Associate Nomination Form**”) then approved by the Board.

The Board may, from time to time, adopt such policies and procedures to be followed (“**Associates Guidelines**”) for the admissions of a person as a new Associate of the Club as the Board may determine, acting reasonably, provided that, in all instances, no person shall be admitted as a new Associate of the Club unless and until:

- (i) An Associate Nomination Form has been completed, submitted and signed by two (2) Members of the Club, as proposer and seconder or in the case of an Honorary Associate, upon receipt of a request from a person who holds the position described in the Honorary Associate policy, to be admitted as Honorary Associate by the Secretary of the Corporation and approved by the Board.

- (ii) Members have received notice of the proposed admission of a candidate as a new Associate and given the opportunity to comment on the proposal for admission of a candidate in the manner and within the time periods specified by the Secretary of the Club; and
- (iii) The candidate's nomination for election as an Associate has been submitted for consideration by the Board and has received the Board's approval for admission of the candidate as an Associate.

An Associate may transfer to a General Member upon written request to the Secretary and upon approval of the Board. In such event, no Nomination Forms shall be required.

- (d) Upon receiving a proposal for nomination of a candidate as General Member or for status as an Associate, the Board shall vote on the election of the candidate. If three or more members of the board vote against the election of a candidate, the negative votes shall defeat the nomination.
- (e) Any candidate whose proposal for election as a Member or as an Associate has been defeated shall be ineligible to be proposed again for a period of one year from the date of such defeat and any candidate who has twice been proposed and has twice failed to be elected shall be ineligible for further consideration.
- (f) On the election of any new General Member, Honorary Member or Associate or upon reinstatement of membership or associate status, the Secretary shall notify the candidate of the election and request payment of such fees as may then be payable as set out in Article 21. No candidate shall become a General Member, Honorary Member or Associate of the Club until the amount requested has been paid.
- (g) If any elected candidate fails to pay the amount or amounts referred to in Article 21 within 30 days from the date of the notice of their election, the candidate shall not be admitted as Member or Associate status unless the default is explained to the satisfaction of the Board. If the Board is not satisfied, the candidate shall not be eligible to be proposed again for a period of one year from the due date of the invoice.
- (h) The Secretary shall send notice of the election of a candidate as a Member of the Club or of a candidate as an Associate of the Club to all Members by ordinary mail or by electronic means.

20.2 Resignation. Any Member or Associate may voluntarily resign from the Club at any time by written notice to the Secretary. Such resignation shall take effect upon acceptance by the Board, subject to the Board's establishment of a resignation cut-off date (the "Deemed Resignation Date") for the purposes of managing Member or Associate resignations. Resignations received before the Deemed Resignation Date shall be effective as of the last day of the month in which the resignation was received. Resignations received after the Deemed Resignation Date shall be effective the last day of the current financial year. Any changes to the Deemed Resignation Date shall be communicated to the Members and Associates prior to the commencement of each financial year of the Corporation.

20.3 No resignation shall be accepted by the Board until all Fees owing have been paid in full.

## **ARTICLE 21 FEES**

### **21.1 Fees.**

- (a) The Board may, from time to time, establish fees and dues (such as annual fees, minimum or other house account fees, administrative fees, capital fees, entrance fees or transfer fees) (the “**Fees**”). The Fees shall be set by the Board prior to the commencement of each financial year of the Corporation and shall be payable by the Members and Associates, as the case may be, in the manner and frequency as the Board may establish from time to time and communicated to the Members and Associates prior to the commencement of each financial year of the Corporation.

Notwithstanding the foregoing, no Fee (other than applicable fees for services obtained) shall be payable by:

- (i) Honorary Members; or
  - (ii) Life Members, being defined as individuals who have been Members of the Club for more than 40 years in the aggregate, (or who have reached the age of 80 and have been active Members for more than 30 years), whether consecutive or not. Life Members may also be other distinguished individuals in recognition of their exceptional service to the Club or to Canada as may be determined by the Board from time to time.
- (b) The Fees payable by Members may also vary based on the following criteria or Member attributes, among other factors:
- (i) Regular Members, being all Members of the Club other than those listed in items (ii) to (v) below;
  - (ii) Corporate Members, being defined as a business, professional and not-for-profit organizations (including corporations, partnerships, associations, and sole proprietorships). Corporate Members shall be elected under the procedures set out in Article 20 and shall designate one (1) individual employed by the Corporate Member to be nominated for election as a Member. The Member shall be entitled to all the privileges of the Club. Unless provided herein, they shall be Members and shall be elected under the procedures set out in Article 20. Corporate Members shall notify the Secretary as soon as reasonably possible if an individual identified as its Member ceases to be so designated;
  - (iii) Senior Members, being defined as those members who have reached the age of 70 or more and who have been active (paying Fees) Members in good standing for a period of 5 years or more, whether consecutive or not and, if having resigned, did so voluntarily;

- (iv) Members Under 40, being defined as individuals whose duly completed nomination is received by the Secretary on or before their 40th birthday and who are elected under the procedures set out in Article 20. They shall become Regular Members on their 40<sup>th</sup> birthday; and
- (v) Non-Resident Members, being defined as a person who previously fell within the groups defined as Regular Members, Senior Members or Members Under 40 and resides outside a radius of 100 kilometres from the center of the Club's premises. This 100 kilometre radius shall be measured on National Topographical Map of Canada number 31 issued by Natural Resources Canada (or a successor Department) subject to such minor variations (not in any event to exceed one kilometer) as the Board may determine in any particular case.

If and to the extent a Member's attributes as described above changes, such that the Member falls in a different group, the applicable Fees shall be adjusted accordingly on a date to be effective as the Board may determine.

All Fees shall become due and payable on the first day of each financial year of the Corporation, except those payments may be made in semi-annual, quarterly, or monthly installments. The Board may impose Fees in relation to payments made by instalment or payments made by certain methods.

- (c) Special Transfer Fee in lieu of Entrance Fee. The Board may, from time to time, establish Fees applicable in the following circumstances:
  - (i) a new Member who has been nominated by a retiring Member provided that the retiring Member has resigned from the Club in good standing and that the nomination has been made within 90 days of the member's resignation; or
  - (ii) a new Member who has been nominated as a transfer from an affiliated Club in which the nominee is a member in good standing at the time of the nomination; or
  - (iii) the surviving spouse of a deceased Member who has elected to become a Member themselves during a two-year period following the death of a deceased Member; or
  - (iv) an Associate who transfers to a General Member; or
  - (v) the reinstatement of a person as a Member of the Club.

21.2 Special Assessments. Upon a resolution of the Board approved at a meeting of Members, special assessments of fees for any financial year of the Corporation shall be paid in such amount or amounts, as the Board may determine from time to time.



### 21.3 Resignation or Death.

- (a) When a Member or Associate resigns in good standing, their Fee shall be calculated on a monthly basis based on the Deemed Resignation Date as per Section 20.2. Any over or under payment for that period of the financial year shall be calculated on this basis. Any resulting overpayment shall be refunded.
- (b) Upon the death of a Member or an Associate, any fees shall be deemed to have accrued and been payable on a monthly basis. A refund shall be immediately made to the estate of the Member or the Associate of any fees paid that relate to the time period following the death of the Member or the Associate.
- (c) The surviving spouse of a deceased Member shall continue to have the privileges of a spouse for the remainder of the financial year, subject to their obligation to pay any indebtedness to the Club that they incur. The Board shall provide a surviving spouse with the ability, during a two-year period following the death of a deceased Member, to elect to become a Member without the imposition of an entrance fee.
- (d) Neither resignation nor death shall affect the liability for any indebtedness of a Member or an Associate to the Corporation.

21.4 Indebtedness of Members and Associates. All amounts owed the Corporation (other than the Fees) shall become due at the end of the month in which the indebtedness was incurred. Notice of this indebtedness shall be sent to each Member or Associate promptly at the beginning of each month following the month in which the indebtedness was incurred. Unless the Board otherwise determines, any Member or Associate who remains in default for more than 42 days in the payment of any amount owed shall not be extended any further credit.

21.5 Deemed Resignation of Member and Associate. Unless the Board otherwise determines or excuses a Member or an Associate by reason of illness, any Member or Associate who fails to pay any amount owed to the Club within six months of the date on which such amount became payable shall be deemed to have resigned from the Club.

## **ARTICLE 22**

### **INTRODUCTION OF GUESTS, VISITORS, AND MEMBERS AND ASSOCIATES' CHILDREN**

22.1 Guests and Visitors. Any Member or Associate may (i) entertain individuals or groups at the Club as guests or (ii) upon request to the Secretary of the Corporation and with the prior written approval of the Board, extend the privileges of the Club to a visitor, all on such terms and conditions as the Board may establish from time to time.

22.2 Members' and Associates' Children. Members' and Associates' children who are 18 years of age or over and under the age of 25 years may use the Club's premises on such terms and condition as the Board may determine from time to time.

**ARTICLE 23**  
**CONDUCT OF MEMBERS AND ASSOCIATES**

- 23.1 House Rules. The Board may adopt, from time to time, a set of House Rules which are made available to Members and Associates and posted on the website of the Club or otherwise communicated to the Members and Associates from time to time. Members and Associates are required to abide by the House Rules at all times.
- 23.2 Suspension of Members and Associates. Subject to any other direction given by the Board, the CEO or their delegate may temporarily suspend, for a period not exceeding one week, a Member or an Associate without the need for Board approval. Such temporary suspension shall only occur if a Member or an Associate reasonably appears to have failed to uphold the standard of conduct expected of Members and Associates of the Club or reasonably appears to have failed to abide by the House Rules or the terms of this By-law.
- 23.3 Subject to Section 23.4, upon being informed that a Member or an Associate has been temporarily suspended, or reasonably appears to have committed acts that would have justified a temporary suspension, or where the Board has otherwise formed the opinion that the interests of the Club so require, the Board may order that a Member or Associate be suspended from the Club for such period of time as the Board sees fit, up to a maximum of four weeks excluding any temporary suspension issued pursuant to Section 23.2.
- 23.4 Notice. Prior to ordering the suspension of a Member or Associate, the Board shall give notice of its intention to the Member or Associate and provide a reasonable opportunity for the Member or Associate to make, at the Board's discretion, written or oral representations on the matter to such members of the Club as the Board may direct for the purpose. These members shall report to the Board as directed.
- 23.5 Effect of Suspension. In the event that the Board orders the suspension of a Member or Associate, the Member or Associate shall, for the duration of the suspension, cease to enjoy any of the rights and privileges of a Member or Associate and may not enter Club premises unless invited by the Board to do so.
- 23.6 Expulsion of Members and Associates. The Board may, if at any time it is of the opinion that the interests of the Club so require, invite any Member or Associate by letter to resign from the Club within the time specified in the letter. The letter shall indicate the circumstances which the Board had under consideration. In default of such resignation or a satisfactory explanation in writing within the time specified in the letter, the Board may expel the Member or Associate from the Club.
- 23.7 Special Meeting of Members. Within ten days of this letter being sent by the Board, the Member or Associate may request, by letter delivered to the Secretary, that the question of their expulsion be submitted to a special meeting of Members. Upon receipt of such a letter within the ten-day period, the Board shall call a special meeting of Members to be held within four weeks. At this meeting, the expelled Member or Associate shall be entitled to offer an explanation orally or in writing and if the Members or their proxies present at the meeting pass a resolution requiring the cancellation of the expulsion, the Member or Associate shall be reinstated.

23.8 Effect of Expulsion. An expelled Member or Associate shall remain liable for all Fees for the current financial year of the Corporation and any balance owing for Fees and for any assessment and other amounts which became payable by them to the Corporation before the date of expulsion. An expelled Member or Associate shall, immediately upon the decision of the Board, cease to enjoy any of the rights and privileges of a Member or Associate. An expelled Member or Associate is excluded from the Club's premises, except that they may attend a special meeting of Members if one is called with regard to the expulsion pursuant to Section 23.6.

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Shawn Hamilton  
President

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Carol-Ann Goering  
Secretary

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Date

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Date