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# RIDEAU CLUB

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**2018**

**GENERAL BY-LAW**

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A by-law relating to the transaction of the affairs of

**RIDEAU CLUB LIMITED**

and the social club maintained and operated by it.

2017 consolidated By-laws

in effect as at

**the 1st day of May 2018**

**Index to General By-Law of the Rideau Club, 2018**

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## **PART I - GENERAL**

### ARTICLE 1

#### **INTERPRETATION**

- 1.01 **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 Corporations Act (Ontario) and any Act that may be substituted therefore, as from time to time amended («*Loi*»);
  - (b) "Affiliated Club" means a club so designated by the Board from time to time"
  - (c) "Board" means the board of directors of the Corporation («*Conseil* »);
  - (d) "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect («*règlements administratifs* »);
  - (e) "Club" means the social club maintained and operated by the Corporation under the name Rideau Club («*Club*»);
  - (f) "Corporation" means the corporation incorporated on the 18th September, 1865 by a Special Act of the late Province of Canada with the name Rideau Club, as continued by Letters Patent of continuation dated 30 May, 1977, as if it had been incorporated under the Act, and as converted into a corporation with share capital by Supplementary Letters Patent date 27th October, 1977 with the name Rideau Club Limited but providing that it may use its name for all purposes in the form Rideau Club («*Société*»);
  - (g) "member" means a member of the Club in each of the categories set out in Part III, Section 19.01 («*membre* »);
  - (h) "non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Ontario) and any Act that may be substituted therefore, as from time to time amended («*jour férié* »);
  - (i) "meeting of Shareholders" means the annual or special meeting of shareholders of the Corporation («*assemblée des actionnaires* »);
  - (j) "prepaid mail" shall include electronic mail provided the recipient has provided the Corporation with its electronic mail address and indicated his or her desire to receive communications from the Corporation electronically. If notice is sent by electronic mail, it shall be conclusively considered to have been delivered upon the date it is sent («*courier affranchi* »);
  - (k) "recorded address" means, in the case of a shareholder, his or her address as recorded in the register of shareholders and in the case of a director, officer, auditor, or member of the Club who is not a shareholder, his or her address as recorded in the records of the Corporation («*adresse inscrite* »);
  - (l) "share" means a share in the capital stock of the Corporation («*action* »);
  - (m) "shareholder" means a registered and beneficial owner of a share («*actionnaire* »);
  - (n) "signing officer" means, in relation to any document, any individual authorized to sign the same on behalf of the Corporation by Article 5 of this by-law or by a resolution passed pursuant thereto («*dirigeant habilité à signer* »).
- 1.02 **Singular and Plural.** Words importing the singular include the plural and vice versa.
- 1.03 **Gender.** Words importing the masculine gender include the feminine and neuter genders.
- 1.04 **Words and Expressions.** Except as may be indicated otherwise, words and expressions in the present by-law have the same meaning as those defined in the Act.

### ARTICLE 2

#### **HEAD OFFICE**

- 2.01 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be located on the 15th Floor, 99 Bank Street in the City of Ottawa.

### ARTICLE 3

#### **CORPORATE SEAL**

- 3.01 **Corporate Seal.** Until changed by resolution of the Board, the corporate seal of the Corporation shall be in the form impressed in the margin hereof.

## ARTICLE 4

### FINANCIAL YEAR

- 4.01 Financial Year. Until changed by resolution of Board, the financial year shall end on the last day of December in each year.

## ARTICLE 5

### EXECUTION OF INSTRUMENTS

- 5.01 Signing of Documents. Documents to which the corporate seal is required to be affixed shall require two signatures. They shall be signed by any two of the President, the Vice-President, the General Manager, the Secretary, or the Treasurer. 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.
- 5.02 Certified Copies. Copies of by-laws, resolutions or other proceedings of the Board or Shareholders may be certified under the corporate seal by the Secretary or any director.

## ARTICLE 6

### VOTING OF OTHER COMPANIES' SECURITIES

- 6.01 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

- 7.01 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 shareholders, and no shareholder 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 Shareholders.

## ARTICLE 8

### BANKING AND BORROWING

- 8.01 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.
- 8.02 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 on the credit of the Corporation; and
  - (b) charge, mortgage, hypothecate or pledge any of the real or personal property of the Corporation, including its book debts, to secure any money borrowed or any other debt or liability of the Corporation.
- 8.03 Delegation. The Board may by resolution from time to time delegate to the Finance Committee or to such one or more directors and officers of the Corporation as may be designated by the Board any of the powers conferred on the Board by Section 8.02 to such extent and in such manner as the Board shall determine at the time of such delegation.

ARTICLE 9

**PROTECTION OF DIRECTORS AND OFFICERS**

- 9.01 Limitation of Liability. Subject to the provisions of the Act, no director or officer, or former director or officer, of the Corporation shall, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.
- 9.02 Indemnity. Subject to the provisions of the Act, every director and officer of the Corporation, or former director or officer, and his or her 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 he or she sustains or incurs 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 his or her office; and
  - (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 9.03 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 his or her capacity as a director or officer of the Corporation, except where the liability is occasioned by his or her own willful neglect or default or by failure to conform with the Act.

ARTICLE 10

**SHARES AND DIVIDENDS**

- 10.01 Shares. Subject to the provisions of the Act shares of the Corporation shall only be allotted, registered on a share register and held as provided by Article 19.
- 10.02 Dividends. The directors of the Corporation shall not at any time declare and the Corporation shall not at any time pay a dividend on the issued shares.

ARTICLE 11

**NOTICES**

- 11.01 Method of Giving. Any notice (which term includes any written communication or document) to be given by the Corporation to a shareholder, officer, director or auditor of the Corporation or to a member of the Club shall be sufficiently given if sent by prepaid mail addressed to, or delivered personally to:
- (a) in the case of a director, his or her 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
  - (b) in the case of any other person his or her latest address as shown in the records of the Corporation.

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. The Secretary may change or cause to be changed the recorded address of any shareholder, officer, director or auditor of the Corporation or any member of the Club in accordance with any information believed by him or her to be reliable.

- 11.02 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.

ARTICLE 12

**AMENDMENT OF BY-LAWS**

- 12.01 Amendment of By-laws. Except as provided in this Section 12.01, the Board may enact a by-law amending this by-law, but such amending by-law shall be placed before the next meeting of Shareholders for approval by at least two-thirds of

the votes cast thereat on a motion for confirmation. In default of such confirmation such amending by-law ceases to have effect from and at that time. In that case no new by-law of the same or like substance shall have any effect until confirmed at a meeting of Shareholders by at least two-thirds of the votes cast thereat on a motion for confirmation. No such amending by-law changing any category of members or their respective rights or privileges shall have any effect until confirmed at a meeting of Shareholders 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 13

##### **REVOCATION AND SAVING CLAUSE**

- 13.01 Revocation. The General By-law of the Club as heretofore enacted and amended is repealed in its entirety from and after the effective date of this by-law.
- 13.02 Saving Clause Such repeal of the General By-law of the Club 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 Shareholders or any committee under the by-law so repealed shall continue to be valid, except to the extent inconsistent with this by-law.

#### ARTICLE 14

##### **EFFECTIVE DATE**

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

#### **PART II - GOVERNANCE**

#### ARTICLE 15

##### **MEETINGS OF SHAREHOLDERS**

- 15.01 Annual Meetings. The annual meeting of Shareholders 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.
- 15.02 Annual Election of Directors.
- (a) The annual election of directors shall take place at the annual meeting of Shareholders and, unless the directors are elected by acclamation or the meeting otherwise consents, the election shall be by ballot.
  - (b) At least 60 days before the annual meeting the Board shall appoint a Nominating Committee consisting of the President, one Past-President and three shareholders who are not directors and who have not served as President. The Chairman of the Nominating Committee shall be a Past-President. At least 30 clear days before the annual meeting the Nominating Committee shall, by a majority of votes:
    - (i) nominate such number of shareholders as directors for the ensuing year as are provided for by Article 16; and
    - (ii) nominate for consideration from among these nominees an individual as candidate for the office of President for the next ensuing year and an individual as candidate for the office of Vice-President for the next ensuing year.
  - (c) At least 10 clear days before the annual meeting of Shareholders, the Secretary shall post in the Club's premises and mail to each shareholder, the list of nominees for directors and for the offices of President and Vice-President as submitted by the Nominating Committee.
  - (d) Shareholders shall be entitled to nominate, in addition to those individuals nominated by the Nominating Committee, other shareholders to be directors and for the offices of President and Vice-President for the next ensuing year. These nominations shall be in writing signed by two shareholders and shall be delivered to the Secretary at least four clear days before the annual meeting with a statement signed by each nominee that he or she is willing to act if elected. At the end of the fourth clear day before the annual meeting, the Secretary shall post in the Club's premises and mail to each shareholder a list of any additional nominations. Except for any vacancy on the Board for which no nomination has been made, nominations for directors and for the offices of President and Vice-President shall be closed at the end of the fourth clear day.
  - (e) At the conclusion of the election of directors at the annual meeting, any shareholder may move a resolution directing the Board to appoint to the offices of President and Vice-President for the ensuing year any directors who have been nominated for these positions.

- 15.03 Special Meeting. A special meeting of Shareholders may be convened at any time by the Board or the President and shall be convened on the written request of at least 15 shareholders specifying the purpose for which this meeting is required.
- 15.04 Place of Meeting. Meetings of Shareholders 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.
- 15.05 Notice of Meeting. Notice of the time and place of each meeting of Shareholders shall be given in the manner provided for in Article 11, 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 of Shareholders as the holder of one share. Notice of a meeting of Shareholders, whether annual or special, shall state the general nature of the business to be transacted at it. A shareholder 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 shareholder shall not invalidate any resolution passed or any proceedings taken at the meeting.
- 15.06 Attendance. The only individuals entitled to attend a meeting of Shareholders 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. Notwithstanding the foregoing, the Board may by resolution from time to time authorize any categories of members to attend a particular meeting of Shareholders.
- 15.07 Quorum. A quorum for the transaction of business at any meeting of Shareholders shall be 10 shareholders present in person. The shareholders 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 shareholders which results in less than a quorum being present.
- 15.08 Right to Vote. At any meeting of Shareholders every individual shall be entitled to vote who, at the time of taking the vote, is entered in the register of Shareholders as the holder of one share.
- 15.09 Proxies. Each shareholder may by proxy appoint an individual as his or her nominee to attend and act for him or her at a meeting of Shareholders in the manner, to the extent and with the power conferred by the proxy appointing him or her. A proxy shall be in writing signed by the shareholder and shall conform to the requirements of the Act.
- 15.10 Time for Deposit of Proxies. The Board may fix a time, preceding the time of any meeting of Shareholders 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.
- 15.11 Voting at Meetings. Every question submitted to any meeting of Shareholders 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 individuals 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.
- 15.12 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 Shareholders on the question.
- 15.13 Casting Vote. In case of an equality of votes at any meeting of Shareholders, either upon a show of hands or a poll, the presiding officer at the meeting shall have a second or casting vote.
- 15.14 Business at Meetings. No individual entitled to vote at any meeting of Shareholders may without the consent of the meeting move a resolution at this meeting relating to special business unless he or she has 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.
- 15.15 Adjournment. The presiding officer at a meeting of Shareholders 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 15.05. Without the consent of those present and entitled to vote, no business shall be dealt with at any adjournment of a meeting of Shareholders except such business as could have been dealt with at the meeting that was adjourned.

## ARTICLE 16

### DIRECTORS

- 16.01 Number and Quorum. Until changed in accordance with the Act, the Board shall consist of 12 directors of whom seven shall constitute a quorum for the transaction of business.
- 16.02 Election and Term. The election of directors to the Board shall take place at each annual meeting of Shareholders. Each director elected shall hold office until the next election of directors unless the office is vacated pursuant to Section 16.03. No individual shall be eligible for election as a director for more than three consecutive terms unless a resolution pursuant to Article 15 is passed at the meeting of Shareholders directing the Board to appoint him or her President or Vice-President for that year.
- 16.03 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 an order is made declaring him or her to be mentally incompetent or incapable of managing his/her affairs;
  - (ii) if he or she becomes bankrupt;
  - (iii) if he or she ceases to be a member of the Club; or
  - (iv) if he or she resigns office by notice in writing to the Corporation.
- (b) Election of Replacement Director. In accordance with the Act, the Board, provided a quorum is present, may elect any shareholder as a director to fill a vacancy for the remainder of the term.
- 16.04 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.
- 16.05 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 11 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.
- 16.06 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.
- 16.07 First Meeting of New Board or with New Director. Provided a quorum of directors is present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of Shareholders 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.
- 16.08 Regular Meetings. The Board may appoint a day or days in any month or months for regular Board meetings at a place and hour to be named. 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 copy 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.
- 16.09 Voting. Any question arising at any Board meeting (with the exception of decisions relating to the election of new members as provided in Article 20) 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.

- 16.10 Remuneration of Directors. Directors shall not be paid any remuneration for their services as directors, but a director other than the President or the Vice-President, who performs services for the Corporation in his or her 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 Shareholders.
- 16.11 Conflict of Interest. In the event that any director or officer has any interest in any contract, transaction or proposed contract or transaction with the Corporation, he or she shall disclose to directors in writing the nature and extent of his or her interest forthwith after becoming aware of the contract or proposal. He or she shall further make a declaration of the interest at the next meeting of the directors and shall otherwise comply with Section 71 of the Act.
- 16.12 Teleconferencing Members of the Board may participate in meetings by teleconference. When a vote is required during an audio-conference, the Chair proceeds by roll call.

## ARTICLE 17

### OFFICERS

- 17.01 President and Vice-President. The Board shall, at the first Board meeting after the annual meeting of Shareholders, appoint the President and the Vice-President from among its members subject to any direction contained in any resolution passed at the Shareholders' meeting. No director shall be appointed either President or Vice-President for more than two consecutive years.
- 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, his or her predecessor shall act.
- 17.02 Other Officers. From time to time the Board shall appoint a Secretary, an Honorary Secretary, a Treasurer and a General Manager 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 shareholders. Except for individuals who hold the office of President or Vice-President, any individual may hold more than one office. Subject to any employment contract, any officer so appointed shall hold office during the pleasure of the Board.
- 17.03 Duties of President and Vice-President. The President shall be the Chief Executive Officer of the Corporation and, subject to the authority of the Board, shall have general supervision of and be responsible for the conduct of the affairs of the Corporation. He or she shall preside at all meetings of the Board and meetings of Shareholders. 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 or the President may prescribe.
- 17.04 Presiding Officer. In the absence of the President and Vice-President from a Board meeting or a meeting of Shareholders, those present shall choose a director who is present to preside at the meeting.
- 17.05 Duties of Secretary. The Secretary shall attend and be the secretary at all meetings of the Board, Shareholders and all Standing and other Committees. He or she shall enter or cause to be entered in records kept for that purpose minutes of all proceedings or records of decisions as appropriate. He or she shall keep and maintain all registers of the Corporation as required by the Act and all records relating to members who are not shareholders. He or 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. He or she shall have such other duties as the Board or the President may prescribe.
- 17.06 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. He or she shall also control the deposit of money, the safekeeping of investments and the disbursements of the funds of the Corporation. He or she shall render to the Finance Committee and the Board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation. He or she shall have such other duties as the Finance Committee or the Board may prescribe.
- 17.07 Duties of General Manager. Subject to the authority of the Board and the supervision of the President, the General Manager shall have general supervision 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. He or she shall have such other duties as the Board may prescribe.

- 17.08 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.
- 17.09 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 elect 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.
- 17.10 Variation of Duties. The Board may from time to time vary, add to or limit the powers and duties of any officer.
- 17.11 Term of Office. The Board may remove at its pleasure any officer of the Corporation except the President and the Vice-President, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the Board shall hold office until his or her successor is elected or appointed.
- 17.12 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.
- 17.13 Fidelity Bonds. The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and for such surety as the Board may from time to time prescribe.

## ARTICLE 18

### COMMITTEES

- 18.01 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 shall be:

- (a) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Treasurer, Hon. Secretary, Finance and Audit Committee Chair and Past-President and shall be chaired by the Vice-President. Between meetings of the Board, the overall management of the Club shall be vested in the Executive Committee. In addition, the Executive Committee shall provide guidance to the Board on strategic planning for the Club. The Executive Committee shall also consider all proposals for membership in the Club and shall report to the Board as to the eligibility and acceptability of the individuals so proposed.
- (b) Finance and Audit Committee. The Finance and Audit Committee shall consist of at least three members and a majority shall constitute a quorum. It 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 time and for such other period as the Board may require.
- 18.02 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 or the Club. The Chair or Vice Chair of each standing or 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.
- 18.03 Control. All standing committees and ad hoc committees shall report to the Board and shall at all times be subject to its direction and control.
- 18.04 Teleconferencing Members of committees may participate in meetings by teleconference. When a vote is required during an audio-conference, the Chair proceeds by roll call.

## **PART III - MEMBERSHIP**

### ARTICLE 19

#### **CLUB MEMBERS**

19.01 Categories. There shall be the following categories of Club members:

(a) Members (Ordinary). As shareholders, Members (Ordinary) shall be entitled to all the privileges of the Club. They shall be elected under the procedures set out in Article 20.

(b) Members (Under 40). Members (Under 40) shall be individuals whose duly completed nomination is received by the Secretary on or before their 40<sup>th</sup> birthday and who are elected under the procedures set out in Article 20. As shareholders, they shall be entitled to all the privileges of the Club.

(c) Members (Senior). Members (Senior) shall be those individuals who have reached the age of 65 or more and who have been active (fees paying) members in good standing for a period of 5 years or more, whether consecutive or not and, if having resigned, did so voluntarily. As shareholders, Members (Senior) shall be entitled to all the privileges of the Club.

(i) Members (Senior, Non-Shareholder (NS)). Members (Senior, NS) shall be those individuals who have reached the age of 70 or more. Members (Senior, NS) shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership nor shall they be entitled to utilize any reciprocal arrangements offered through the Club.

(d) Members (Life). Members (Ordinary), Members (Senior), or Members (Non Resident) who have been active (fees paying) members for more than 40 years in the aggregate, (or who have reached the age of 80 with more than 30 years of active membership), whether consecutive or not, shall automatically become Members (Life). Members (Life) may also be other distinguished individuals in recognition of their exceptional service to the Club or to Canada as may be elected under the procedures set out in Article 20. Members (Life) shall be exempt from further fees and assessments and, as shareholders, shall be entitled to all the privileges of the Club.

(e) Members (Non Resident). Members (Non Resident) shall be transfers from Members (Ordinary), Members (Under 40), or Members (Senior) categories in accordance with the provisions of Article 21. To be eligible a person shall previously have been a member of the Club for one full year and must reside outside a radius of 100 kilometres from the centre 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 1 kilometre) as the Board may determine in any particular case. As shareholders, Members (Non Resident) shall be entitled to all the privileges of the Club.

(i) Members (Non Resident, Non-Shareholder (NS)). Members (Non Resident, NS) shall be those individuals who reside outside the radius of 100 kilometers from the centre 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 1 kilometre) as the Board may determine in any particular case. Members (Non Resident, NS) shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership nor shall they be entitled to utilize any reciprocal arrangements offered through the Club.

(f) Members (Honorary). Members (Honorary) shall be:

(i) The Governor General of Canada, the Prime Minister of Canada, and the Chief Justice of the Supreme Court of Canada. They shall be exempt from all fees and assessments and, as shareholders, shall be entitled to all the privileges of the Club for life.

(ii) The Speakers of the Senate and of the House of Commons, the Leader of the Official Opposition in the House of Commons and the Clerk of the Privy Council and Secretary to the Cabinet, Lieutenant Governors of Provinces and Commissioners of the Territories of Canada. They shall be exempt from all fees and assessments and, as shareholders, shall be entitled to all the privileges of the Club for their term of office.

(g) Members (Associate). The privileges granted the spouses of members in Section 19.03 shall be extended to the surviving widows and widowers of deceased Members (Ordinary), Members (Under 40), Members (Senior), Members (Life) and Members (Honorary). They shall be invited by the Secretary to take up associate membership by applying within two years of the death of the spouse. Members (Associate) shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership.

(h) Members (Privileged). For their term of office Heads of Diplomatic Missions, senior members of their staffs and representatives of international agencies accredited to the Government of Canada may be nominated for election as Members (Privileged) under the procedures set out in Article 20. They shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership.

(i) Members (Governance). For their term of office the following may be nominated for election as Members (Governance) under the procedures set out in Article 20:

Members of the Senate and the House of Commons; Members of the Legislative Assembly of the Province of Ontario and Members of the National Assembly of the Province of Quebec; The Secretary to the Governor General and other senior members of the Governor General's staff of the rank equivalent to that of Assistant Deputy Minister senior public servants of the rank of Deputy Minister; Associate Deputy Minister and Assistant Deputy Minister or of equivalent rank of any Board, Agency or Crown Corporation established under the authority of the Government of Canada; General Officers of the Canadian Army and the Royal Canadian Air Force, and Flag Officers of the Royal Canadian Navy; Members of the Canadian Foreign Service serving at home or abroad who are currently commissioned as Heads of Mission or as Ambassadors who have been assigned special responsibilities; the Mayors of Ottawa and Gatineau; Presidents, Vice-Presidents and Deans of Faculties of Universities and Colleges located in the National Capital Region, which mean only (Carleton University, University of Ottawa, Saint Paul University, l'Université du Québec en Outaouais, Algonquin College, la Cité collégiale, le Cégep de l'Outaouais, Heritage College); and Federally appointed Court Judges.

Members (Governance) shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership.

(j) Members (Linked). Members (Linked) shall be those individuals whose duly completed nomination form is received by the Secretary and approved by the Board. Members (Linked) shall be entitled to all the privileges of the Club except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership nor shall they be entitled to utilize any reciprocal arrangements offered through the Club.

(k) Members (Trial). Members (Trial) shall be those individuals whose duly completed nomination form is received by the Secretary and approved by the Board. Members (Trial) shall be entitled to all the privileges of the Club for a period not to exceed twelve (12) months from the date of acceptance by the Board except that, as they are not shareholders, they shall not be entitled to vote or to propose candidates for membership nor shall they be entitled to utilize any reciprocal arrangements offered through the Club.

19.02 Number of Members. The Board may from time to time limit the number of members of any category or categories.

19.03 Privileges of Members' Spouses. The spouse of a member of any category shall, at the request of the member, be entitled to the privileges of the Club (except voting and nominating privileges), provided that the member 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 to the Corporation.

19.04 Divorced or Legally Separated Spouses. An individual who is divorced or legally separated from a shareholder may be elected by the Board, to the same category of membership as that enjoyed by the shareholding member, upon approval by the Executive Committee of his or her written application and upon payment of such entrance fee, if any, as may be determined by the Board.

19.05 Conditions of Membership for Shareholding Members.

(a) Each Member (Ordinary), Member (Under 40), Member (Senior), Member (Life), Member (Non Resident) and Member (Honorary) shall be the registered and beneficial owner of one and only one share. No other persons shall be the registered and beneficial owners of any shares.

(b) Each individual who is proposed for shareholding membership shall execute:

(i) his or her subscription for one share at a price of One Dollar (\$1.00). Upon receiving the full consideration for the share, the Corporation shall allot such share;

(ii) an irrevocable option in favour of the Secretary in trust for the Corporation to purchase the share subscribed for at an exercise price of One (\$1.00) Dollar, exercisable, subject to the provisions of the Act, upon the option of the Corporation or upon the shareholder ceasing to be a shareholding member;

(iii) an agreement that, if a share certificate is provided for the share allotted, it shall be retained by the Secretary subject to the provisions of the Act; and

(iv) a form of share transfer in blank and a power of attorney with respect to such share in favour of the Secretary.

(c) The document referred to in Subparagraphs 19.05(b)(i), (ii), (iii) and (iv) may be combined in one or more documents.

(d) Upon any option of purchase referred to in Subparagraph 19.05(b)(ii) or any option executed under a prior by-law of the Corporation becoming exercisable, the Secretary shall exercise the same forthwith and hold and dispose of the share so acquired pursuant to his or her declaration of trust pertaining thereto, such declaration of trust being in the form prescribed by the Board.

## ARTICLE 20

### PROPOSAL, ELECTION AND RESIGNATION OF MEMBERS

#### 20.01 Proposal and Election of Members.

(a) Members (Ordinary), Members (Life), Members (Under 40), Members (Senior, NS), and Members (Non-Resident, NS):

(i) every proposal for election of a Member (Ordinary), a Member (Life) with the exception of a Member (Life) who is qualified by virtue of age and membership tenure or a Member (Under 40), a Member (Senior, NS), and a Member (Non-Resident, NS), shall be made by a written submission in the form approved by the Board. This nomination form shall be signed by two members as Proposer and Seconder. These members must be in good standing. . Should either or both proposer or seconder be a member of the Board, these persons shall recuse themselves from subsequent consideration of the candidate by the Executive Committee and the Board. All submissions conveyed by electronic means shall be deemed delivered

(ii) when any person is proposed as a Member (Ordinary), a Member (Life) or a Member (Under 40), a Member (Senior, NS) or a Member (Non-Resident, NS), the nomination forms will be placed before the Executive Committee in their order of receipt. In the event of a favourable determination by the Executive Committee, the Secretary will forward by mail or by electronic means the candidate's name and occupation, together with the names of his or her Proposer and Seconder to all shareholders with a notice informing them that any comment on the proposal may be made orally or in writing to the Chair of the Executive Committee within 10 days of the mailing of this notice.

(iii) after the expiration of this period, the Board shall make a final determination of the proposal, as set out under Paragraph 20.01(d).

(b) Members (Privileged) and Members (Governance).

(i) the nomination form for a Member (Privileged) or a Member (Governance) shall be signed by two members as Proposer and Seconder who are in good standing in the Club.

(ii) upon favourable recommendation of such proposal for a Member (Privileged) or Member (Governance) by the Executive Committee, the Board shall make the final determination of the proposal as set out under Paragraph 20.01(d).

(c) Members (linked) and Members (Trial)

(i) the nomination form for a Member ((Linked) shall be signed by a Proposer who must be employed by the same organization. A Member may only support one (1) linked member at a time. The membership of the linked member may be terminated at any time at the request of their Proposer.

(ii) the nomination form for a Member (Trial) shall be completed by the Member (Trial) candidate and received by the Secretary.

(d) Members (Honorary), as defined in Article 19, shall be appointed from time to time by the Board.

(d) Upon receiving the report of the Executive Committee under Paragraphs 20.01(a) or (b) the Board shall vote on the nomination of the candidates. Three negative votes shall defeat the nomination.

(e) Any candidate whose nomination has been defeated shall be ineligible to be nominated again for a period of one year from the date of such defeat and any candidate who has twice been nominated and has twice failed to be elected shall be ineligible for further consideration.

(f) Notice of election to the Club shall be immediately posted on the notice board of the Club.

(f) On the election of any new member or upon reinstatement of membership, the Secretary shall notify the individual of the election and request payment of such fees as may then be payable as set out in Article 22. No candidate shall become a member 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 22 within 30 days from the date of the notice of his or her election, the candidate shall not be admitted to membership 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.

- 20.02 Resignation. Any member may voluntarily resign from the Club at any time by written notice to the Secretary. Such resignation shall be referred to the Executive Committee for information and comment, and shall take place upon acceptance by the Board. The effective date of resignation requests received prior to June 30 will be the first day of the month following receipt of the resignation. The effective date of resignation requests received after June 30 will be the first day of the year following receipt of the resignation request. No resignation shall be accepted by the Board until all amounts owing, including but not limited to, annual fees, entrance fees, special assessments, and house accounts have been paid in full.

## ARTICLE 21

### TRANSFERS BETWEEN CATEGORIES AND REINSTATEMENTS

- 21.01 Members (Senior) and Members (Life). Transfers to Senior and Life membership categories shall be automatic, based on the provisions of Article 19, and shall be effective at the commencement of the Corporation's financial year following the year in which the member qualifies as a Member (Senior) or Member (Life).
- 21.02 (a) Transfer from Member (Ordinary), Member (Under 40) or Member (Senior) to Member (Non Resident). A Member (Ordinary), a Member (Under 40) or a Member (Senior) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the Members (Non Resident) category.
- (b) Transfer from Member (Non Resident) to Member (Ordinary), Member (Under 40) or Member (Senior). A Member (Non Resident) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the appropriate shareholding category.
- (c) Transfer from Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) to Member (Governance). A Member (Ordinary), a Member (Under 40), a Member (Senior) or a Member (Non Resident) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the Members (Governance) category.
- 21.03 Reinstatement of Former Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) who had Resigned Voluntarily. A former Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) who had voluntarily resigned from the Club may, upon request to the Secretary in writing, be reinstated by the Board on the recommendation of the Executive Committee to the appropriate shareholding category.
- 21.04 Transfer of Member (Associate) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident). A Member (Associate) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the appropriate shareholding category. No Nomination Forms shall be required.
- 21.05 Transfer of Member (Privileged) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident). A Member (Privileged) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the appropriate shareholding category. No Nomination Forms shall be required.
- 21.06 Transfer from Member (Governance) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident). A Member (Governance) may, upon request to the Secretary in writing, be transferred by the Board on the recommendation of the Executive Committee to the appropriate shareholding category. No Nomination Forms shall be required.
- 21.07 Transfer from Member (Senior, NS), Member (Non-Resident, NS), Member (Linked) and Member (Trial).

A Member (Senior, NS), a Member (Non-Resident, NS), a Member (Linked) and a Member (Trial) may not transfer between categories.

## ARTICLE 22

### FEES

#### 22.01 Annual Fees.

(a) The annual fees for Members (Ordinary), Members (Under 40), Members (Senior), Members (Senior, NS), Members (Non Resident), Members (Non-Resident, NS), Members (Associate), Members (Privileged), Members (Governance), Members (Linked) and Members (Trial) shall be set by the Board prior to the commencement of each financial year of the Corporation. There shall be no fees for Members (Life) or Members (Honorary).

(b) All annual fees shall become due and payable on the first day of each financial year of the Corporation, except that payments may be made in semi-annual, quarterly or monthly instalments upon the payment of an administration charge as approved by the Board from time to time.

(c) The annual fee payable by a new Member (Ordinary), Member (Under 40), Member (Senior), Member (Non-Resident), Member (Non-Resident, NS), Member (Associate), Member (Privileged) or Member (Governance), Member (Linked) and Member (Trial) for the balance of the financial year shall be a pro rata share of the current year's annual fee calculated on a monthly basis from the first day of the month in which he or she becomes a member of the relevant category.

#### 22.02 Minimum House Account Fee

(a) An additional fee, known as the minimum house account shall be payable semi-annually by each member. The semi-annual periods shall be the first six months and the last six months of each financial year of the Corporation. The minimum house account for each semi-annual period shall be set by the Board prior to the commencement of each financial year. The fee to be charged, if any, for each member in any semi-annual period shall be the amount by which the minimum house account exceeds the aggregate of the actual expenditures of the member for food and bar services of the Club during this period.

(b) The minimum house account shall not be payable by Members (Honorary), Members (Life), Members (Non-Resident), Members (Non-Resident, NS), Members (Associate) or by other members who are 75 years of age at the commencement of the period.

#### 22.03 Entrance Fees.

(a) The entrance fee shall be set by the Board prior to the commencement of each financial year of the Corporation.

(b) (i) the entrance fee set by the Board shall be payable by each individual who is elected a Member (Ordinary) and who at the date of election is 40 years of age or over.

(ii) each individual elected as a Member (Under 40) shall pay the entrance fee as determined by the Board for this category.

(iii) a son or daughter, 25 years of age or older, of a member of any category shall pay an entrance fee as determined by the Board at the time of his or her election.

(iv) each individual elected as a Member (Senior, NS) or a Member (Non-Resident, NS), shall pay the entrance fee as determined by the Board for those categories.

(v) each individual elected a Member (Linked) or a Member (Trial) shall pay the entrance fee as determined by the Board for these categories.

(e) Special Transfer Fee in Lieu of Entrance Fee. The following are subject to a special transfer fee in an amount set from time to time by the Board in lieu of the entrance fee then in effect:

(i) a new Member (Ordinary) 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; and

(ii) a new Member (Ordinary), or a Member (Under 40), 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 nomination.

(f) There shall be no entrance fee payable by any individual on becoming a Member (Honorary), Member (Associate), Member (Life), Member (Privileged) or Member (Governance).

(g) Entrance fees may be paid in monthly instalments over a period not exceeding 36 months from the date of approval of membership, upon the payment of an administration charge as approved by the board from time to time. In such situations: the member shall not be a Shareholder nor have a vote until the fee is fully paid; and the unpaid balance of the



entrance fee payable shall be secured by a Promissory Note, payable on demand, should the member resign or otherwise discontinue membership in the Club prior to paying the full balance of the fee.

22.04 Special Assessments. Upon a resolution of the Board approved at a meeting of Shareholders, special assessments of fees for any financial year of the Corporation shall be paid in such amount or amounts, by such category or categories of members and on such dates as may be specified in the resolution.

22.05 Transfer and Reinstatement Fees. The following fees shall be payable:

(a) Transfer from Member (Ordinary), Member (Under 40) or Member (Senior), to Member (Non Resident). The annual fee of a Member (Ordinary), Member (Under 40) or Member (Senior) who becomes a Member (Non Resident) shall be calculated on a monthly basis to the end of the month in which the transfer occurs. Each such Member (Non Resident) shall then pay whatever proportion remains of the annual fee of a Member (Non Resident). Any resulting overpayment shall be refunded.

(b) Transfer of Member (Non Resident) to Member (Ordinary), Member (Under 40) or Member (Senior). The transfer of a Member (Non Resident) to Member (Ordinary), Member (Under 40) or Member (Senior) shall only require the further payment of a pro rata share of the current year's annual fee for such a member, calculated on a monthly basis from the first day of the month in which the transfer occurs, less any amount already paid for the same period as a Member (Non Resident).

(c) Reinstatement of former Member (Ordinary), Member (Under 40), Member (Senior), or Member (Non-Resident). The reinstatement of a former Member, Member (Under 40), Member (Senior) or Member (Non Resident) who had voluntarily resigned shall require the payment of a pro rata share of the current year's annual fee for such a member, calculated on a monthly basis from the first day of the month in which the reinstatement occurs, plus a sum set by the Board at its discretion.

(d) Transfer of Member (Associate) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non-Resident). The transfer of a Member (Associate) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) shall only require the further payment of a pro rata share of the current year's annual fee for such a member, calculated on a monthly basis from the first day of the month in which the transfer occurs, less any amount already paid for the same period as a Member (Associate).

(e) Transfer of Member (Privileged) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non-Resident). The entrance fee for any Member (Privileged) who has transferred to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) shall be an amount equal to the entrance fee for such a member at that time. A credit to the entrance fee shall be calculated by multiplying the cost differential between the annual membership fee paid as a Member (Privileged) and the annual membership fee for the appropriate membership category by the number of years of membership at the Club to a maximum amount equal to the entrance fee to be paid. This credit shall be applied to the entrance fee due upon transferring. In addition there shall be the further payment of a pro rata share of the current year's annual fee for the appropriate membership category, calculated on a monthly basis from the first day of the month in which the transfer occurs, less any amount already paid for the same period as a Member (Privileged).

(f) Transfer of Member (Governance) to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident). Any Member (Governance) who has transferred to Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) status shall pay a transfer fee as established by the Board in lieu of the entrance fee then in effect. In addition there shall be the further payment of a pro rata share of the current year's annual fee for the appropriate membership category, calculated on a monthly basis from the first day of the month in which the transfer occurs, less any amount already paid for the same period as a Member (Governance).

(g) Transfer from Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non Resident) to Member (Governance). The annual fee of a Member (Ordinary), Member (Under 40), Member (Senior) or Member (Non-Resident) who becomes a Member (Governance) shall be calculated on a monthly basis to the end of the month in which the transfer occurs. Each such Member (Governance) shall then pay whatever proportion remains of the annual fee of a Member (Governance). Any resulting overpayment shall be refunded. The member shall cease to be a shareholder and the share subscribed shall be transferred to the Secretary in trust for the Corporation.

22.06 Refund on Resignation or Death.

(a) When a member resigns in good standing his or her annual fee shall be calculated on a monthly basis to the end of the month in which the resignation occurs. 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, the member's current annual fees and any special assessment shall be deemed to have accrued and been payable on a monthly basis. A refund shall be immediately made to the member's estate of the paid portion of these fees for those full calendar months between the date of death and the end of the current financial year. The widow or widower of a member shall continue to have the privileges of a spouse for the remainder of the financial year.

(c) Neither resignation nor death shall affect the liability for any indebtedness of a member to the corporation, except as noted in Paragraph 22.06 (d).

(d) No member, or his or her estate, shall be liable to the Club for the portion of any entrance fee which becomes due and payable after the member's death.

22.07 Temporary Suspension of Fees.

(a) Upon application of any member who, for a compelling circumstance, is temporarily unable to use the Club's facilities or pay the Club's fees, the Board may, in its discretion, by resolution, authorize the suspension of annual fees, minimum house account fees, and any special assessment in respect of the member during the period set by the Board.

(b) Any resolution passed by the Board shall temporarily suspend privileges but not affect the Member's liability for any indebtedness to the Club arising outside the period or scope of suspension provided for in the resolution

(c) Any resolution passed by the Board shall not affect the Member's liability for any indebtedness to the Club arising outside the period of suspension provided for in the resolution.

22.08 Indebtedness of Members. All amounts owed the Corporation, other than fees and assessments, 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 promptly at the beginning of each month following the month in which the indebtedness was incurred. Unless the Board otherwise determines, any member who remains in default for more than 42 days in the payment of any amount owed shall not be extended any further credit and the member's name shall be posted on the notice board of the Club.

22.09 Deemed Resignation of Member. Unless the Board otherwise determines, or excuses a member by reason of that member's illness, any member 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 23

**INTRODUCTION OF GUESTS, VISITORS, AND MEMBERS'  
SONS AND DAUGHTERS**

23.01 Guests. Any member may entertain individuals or groups at the Club as guests. Except with the approval of the Board, guests when entering the Club shall be accompanied or met by the member introducing them. Members introducing guests shall be responsible for their guests' conduct and expenses while these guests are on the Club's premises.

23.02 Visitors.

(a) For Seven Day Period. Any shareholder may, with the approval of the Board, extend the privileges of the Club as a visitor for a period of seven days to any individual not residing within 100 kilometres of Ottawa, provided this visitor has not within the previous 90 days enjoyed the privileges of the Club as a visitor and is not being proposed for membership in the Club. The name of every visitor, his or her profession or occupation, permanent address, and address while in Ottawa shall be entered in the book provided for this purpose which shall be signed by the member introducing the visitor.

(b) For Month. On the recommendation of two shareholders, an individual eligible to be introduced as a visitor may, with the approval of the Board, be permitted to enjoy the privileges of the club as a monthly visitor for a period not exceeding 90 days in any one financial year. The Board may fix a monthly fee to be paid by the visitor.

(c) Responsibility for and Conduct of Visitors. Upon the approval of the introduction of any visitor, the Secretary shall forthwith give the visitor written notice that he or she has been introduced. Visitors shall be entitled to use all the facilities of the Club and shall be entitled to introduce guests, but shall not be entitled to introduce any visitor. The member or members by whom any visitor has been introduced shall be individually responsible for any indebtedness of the visitor to the Club.

23.03 Members' Sons and Daughters. Members' sons and daughters who are 18 years of age or over and under the age of 25 years may use the Club's premises provided:

(a) The member has previously submitted written consent including acceptance of fiscal and conduct responsibility as well as adherence to the Club's rules and regulations for each son or daughter.

(b) Each son or daughter may entertain up to 3 guests at any one time.

(c) Prior reservations for the use of the facilities must be made by the member.

## ARTICLE 24

### CONDUCT OF MEMBERS

- 24.01 House Rules. The Board may adopt, from time to time, a set of House Rules which are made available to members and posted on the notice board of the Club. Members are required to abide by the House Rules at all times.
- 24.02 Suspension of Members. Subject to Section 24.03, upon being informed that a member has failed to uphold the standard of conduct expected of members of the Club, that a member has failed to abide by the House Rules or upon forming the opinion that the interests of the Club so require, the Board may order that a member be suspended from the Club for such period of time as the Board sees fit up to a maximum of four weeks.
- 24.03 Notice. Prior to ordering the suspension of a member, the Board shall give notice of its intention to the member and provide a reasonable opportunity for the member to make, at the Board's discretion, written or oral representations on the matter to such senior members of the Club as the Board may direct for the purpose. These senior members shall report to the Board as directed.
- 24.04 Effect of Suspension. In the event that the Board orders the suspension of a member, the member shall, for the duration of the suspension, cease to enjoy any of the rights and privileges of a member and may not enter Club premises unless invited by the Board to do so. The Board may direct the Secretary to post the order on the notice board of the Club for the duration of the suspension.
- 24.05 Expulsion of Members. The Board may, if at any time it is of the opinion that the interests of the Club so require, invite any member by letter to resign from membership 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 from the Club.
- 24.06 Special Meeting of Shareholders. Within ten days of this letter being sent by the Board, the member may request, by letter delivered to the Secretary, that the question of his or her expulsion be submitted to a special meeting of Shareholders. Upon receipt of such a letter within the ten day period, the Board shall call a special meeting of Shareholders to be held within four weeks. At this meeting the expelled shareholder shall be entitled to offer an explanation orally or in writing and if the shareholders or their proxies present at the meeting pass a resolution requiring the cancellation of the expulsion, the member shall be reinstated.
- 24.07 Effect of Expulsion. An expelled member shall remain liable for all fees for the current financial year of the Corporation and any balance owing for entrance fees and for any assessment and other amount which became payable by him or her to the Corporation before the date of expulsion. An expelled member shall, immediately upon the decision of the Board, cease to enjoy any of the rights and privileges of a member. An expelled member is excluded from the Club's premises, except that he or she may attend a special meeting of Shareholders if one is called with regard to the expulsion pursuant to Section 24.06.