

BY-LAW NO. 1

A By-Law relating generally to the conduct of the business and affairs of

LONDON PICKLEBALL CLUB INC.

(herein called the "Corporation")

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BE IT ENACTED as a By-Law of the Corporation as follows:

1. Definitions

1.01 In this By-Law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended, from time to time;
- (b) "AGM" means an annual Meeting of Members;
- (c) "Articles" means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Corporation;
- (d) "Board" means the Board of Directors of the Corporation;
- (e) "By-Law" means this By-Law and any other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "Director" means a Director of the Corporation, elected according to section 4 of this By-Law;
- (g) "Meeting of Members" includes an annual meeting of Members or a special meeting of Members;
- (h) "Member" means a member of the Corporation, admitted to membership according to Section 2 of this By-Law;
- (i) "Officer" means an Officer of the Corporation, appointed according to section 6 of this By-Law;

- (j) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (k) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Member Proposals) of the Act;
- (l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) "Special Meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an AGM;
- (n) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (o) "Supporter" means a supporter of the Corporation, recognized according to Section 5.08 of this By-Law, who, unless separately admitted as a member, is not a Member of the Corporation.

1.02 Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice versa, words in one gender include all genders and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.03 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.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members (unless the obligation to do so has been waived by the Members), publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Head Office

The Head Office of the Corporation shall be in the City of London, in the Province of Ontario or at such other location in Canada determined by resolution of the Board.

2. Members

2.01 No person shall become a Member of the Corporation until the person's application for membership has been approved by a Resolution of the Directors, which approval shall be in the sole and absolute discretion of the Directors.

2.02 Membership Conditions

Subject to the Articles, there shall be one group of Members in the Corporation, namely Voting Members. Members may also be admitted in such manner as may be prescribed by the Board by resolution. The following conditions of Members shall apply:

Voting Members

- (a) Voting membership shall be available to persons who have been accepted for Voting membership in the Corporation.
- (b) The term of membership of a Voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (c) As set out in the Articles, each Voting Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Voting Member shall be entitled to one (1) vote at such meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2.03 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.

2.04 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- (b) a Member fails to maintain any qualifications for membership described in Section 2.01 of these By-Laws;
- (c) the Member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with Section 2.05 below or is otherwise terminated in accordance with the Articles or By-Laws;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.05 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.06 Limitation and Liability of Members

No Member, in his or her individual capacity, shall be liable for any debt or action of the Corporation.

2.07 Resignation

Any Member who resigns from the Corporation shall remain liable for payment of any outstanding membership fees or other financial obligation that is owed by the Member to the Corporation, prior to the Member's resignation.

3. Meetings of Members

3.01 Annual General Meeting

The Directors shall call a regular meeting of the members in accordance with Section 160 of the Act. An AGM shall be held in each year at such place within Canada, on such day and at such time as the Directors may by resolution determine. The AGM shall be held within 180 days of the fiscal year end of the Corporation.

At each AGM, in addition to any other business that may be transacted, the report of the Directors on the activities of the Corporation shall be presented including, unless there is a Members' Resolution to the contrary, financial statements and the Public Accountant's Report. As well, unless there is a Resolution to the contrary, the Public Accountant shall be appointed for the ensuing year and shall hold office until the next AGM. The Public Accountant shall hold office until the next AGM. If the office of Public Accountant is vacated before the subsequent AGM, the Directors may fill any vacancy in the office of the Public Accountant. The remuneration of the Public Accountant shall be fixed by the Board.

3.02 Notice of Meetings of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held and for the purposes of such communication the telephonic or electronic communication shall be in accordance with the records maintained by the Corporation which shall be deemed to be conclusive.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

3.03 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, Officers and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting, by resolution of the Members or by resolution of the Board.

3.04 Chair of the Meeting

In the event that the President and the Vice President of the Corporation are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.05 Quorum

Two (2) Members present in person shall be a quorum for any meeting of Members for the choice of a Chair for the purposes of adjourning the meeting; for all other purposes a quorum for any meeting shall be ten (10) Members or ten (10%) percent of the Members, whichever is the lesser, present in person. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.06 Votes to Govern

At any Meeting of Members, every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on ballot or on the results of electronic voting, the Chair of the Meeting, in addition to an original vote, shall have a second or casting vote.

3.07 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member or Delegate entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.

3.08 Members calling a Members' Meeting

- (a) The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.
- (b) Proposals Nominating Directors at Annual Members' Meetings – Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five percent (5%) of members entitled to vote at the meeting at which the proposal is to be presented.
- (c) Cost of Publishing Proposals for Annual Members' Meetings – The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the

proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

3.09 Members' Meeting held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine if the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of telephonic, electronic or other communication facility, that permits all participants to communicate adequately with each other during the meeting.

4. Directors

4.01 Election and Term

Subject to the Articles, the Members will elect the Directors at the first AGM and at each succeeding AGM at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the third AGM following the election. A Director shall be eligible for re-election as a Director, and if otherwise eligible shall hold office until a successor is appointed or elected.

4.02 Qualification

A Director:

- (a) shall be eighteen or more years of age;
- (b) shall not have been declared incapable by any Court;
- (c) shall be an individual;
- (d) shall not be an employee of the Corporation;
- (e) shall not have the status of a bankrupt; and
- (f) may, but need not be, a member.

4.03 Number of Directors

The Board shall be comprised of a fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if so authorized by Ordinary Resolution of the Members, by resolution of the Board.

4.04 Vacancies

Subject to the Act, vacancies in the Board may be filled for the remainder of its term of office through appointments, made by the remaining Directors as long as a quorum of Directors remains in office. Otherwise, the remaining Directors shall forthwith call a Meeting of Members to fill the vacancy.

4.05 Removal from Office

The Members of the Corporation may by Ordinary Resolution at a Special Meeting of Members remove any Director from office.

4.06 Validity of Acts of Directors

The acts of a Director shall be valid even if a defect in his or her election or qualification is discovered afterwards.

4.07 Remuneration of Directors

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid or reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity for which said Director may be remunerated and/or reimbursed for reasonable expenses.

5. Meetings of Directors

5.01 Meeting of Directors

Meetings of the Board may be called by the President, Vice President or any two Directors at any time.

5.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9.01 of this By-Law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote. Officers who are not Directors shall not be permitted to vote at a meeting of the Board.

5.05 Quorum

Subject to the Act and the Articles, a majority of the Directors duly present shall constitute a quorum at all meetings of the Board. Notwithstanding vacancies, the remaining Directors may act if they constitute a Quorum.

5.06 Board Meeting held Entirely by Electronic Means

A Director may, in accordance with the Act and the Regulations, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this By-law to be present at that meeting.

5.07 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.08 Supporters

The Board may, by majority vote of the Directors, and in accordance with this By-Law and any requirements established from time to time by the Directors, recognize a person or persons as a supporter of the Corporation. Unless separately admitted as a Member pursuant to this By-Law, a Supporter is not a member of the Corporation and shall not be entitled to receive notice of, attend or vote at any Meeting of Members, or of the Corporation. Recognition as a Supporter may be suspended or terminated at the discretion of the Board.

5.09 Liability of Directors

Every Director when exercising his or her powers and discharging his or her duties must:

- (a) act honestly, in good faith and in the best interests of the Corporation;
- (b) carry out his or her duties as a reasonable person would in the circumstances; and
- (c) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable laws, the Articles and the By-laws of the Corporation.

6. Officers

6.01 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed by resolution of the Board, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board** – The Chair of the Board, if any, shall, when present, preside at all meetings of the Board and the Members. The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board shall have such other duties and powers as the Board may specify.
- (b) **President** – The President, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or unable or refuses to act, the President, if any, shall, when present, preside at all meetings of the Board and the Members. The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general

supervision of the affairs of the Corporation. The President shall have such other duties and powers as the Board may specify.

- (c) **Vice President** - The Vice President, if one is to be appointed, shall be a Director. If the President is absent or unable or refuses to act, the Vice President, if any, shall, when present, preside at all meetings of the Board and the Members. The Vice President shall have such other duties and powers as the Board may specify.
- (d) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the Public Accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- (f) **Executive Director** – The Executive Director, if one is to be appointed, shall not be a Director. If appointed, the Executive Director shall have such powers and duties as the Board may specify. Without limiting the generality of the foregoing, the Executive Director shall:
 - (i) administer the affairs of the Corporation; and,
 - (ii) act on behalf of the Corporation with respect to matters involving government bodies, associations, companies and other organizations.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The

Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer or create any additional office with any powers and duties deemed appropriate by the Board. At the discretion of the Board, the offices of Secretary and Treasurer may be combined or assigned to other Officers of the Corporation.

6.02 Officers' Term of Office

The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed, provided that the Board, in the absence of an agreement to the contrary, by resolution passed by a majority thereof, may remove an Officer from office at any time with or without cause.

6.03 Validity of Actions

The acts of an Officer are valid even if a defect in his or her appointment or election is discovered afterwards.

6.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

7. Indemnification

7.01 Indemnification of Directors and Others

Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and
- (b) all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation, except those caused by or resulting from wilful or intentional dishonesty, deceit or fraud.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

7.02 Directors and Officers Insurance

The Corporation may from time to time purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

8. **Conflict of Interest**

8.01 **Conflict of Interest**

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests. In this By-law, associates include the parents, siblings, children, spouse and common-law partners of the Director, as well as any organization, agency, company or individual (such as a business partner or employer) with a formal relationship to a Director.

A conflict of interest shall be declared or raised as follows:

- (a) Every Director who, either directly or through one of the Director's associates, has or may potentially have a conflict of interest concerning a proposed or current contract, transaction or decision of the Corporation, shall disclose the nature and extent of the interest at the Board meeting at which the contract, transaction or decision is first raised.
- (b) If the Director, either directly or through one of the Director's associates, becomes interested in a contract, transaction or decision after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Directors' realization of a conflict.
- (c) In the case of an existing contract, transaction or decision, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- (d) After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract, transaction or decision is discussed. The

interested Director shall not attempt, in any other way, to influence the voting on a contract, transaction or decision. The interested Director shall not be counted in any required quorum with respect to this vote.

- (e) If the Director fails to make a declaration of interest in a contract, transaction or decision as required by this By-law, the Board may remove the Director by a two-thirds (2/3) vote of the Board.
- (f) The failure of any Director to comply with this section does not, in and of itself, invalidate any contract, transaction or decision undertaken by the Board.
- (g) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. This can either be the Board meeting at which the contract, transaction or decision is first raised, or the next Board meeting following the Director's realization that another Director may be in a conflict of interest position. If the Board finds a Director in conflict, the Director shall abide by the requirements of this section.
- (h) Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

8.02 Charitable Corporation

INTENTIONALLY DELETED

8.03 Member Approval

A Director is not accountable to the Corporation, or to any of its Members, for any profit gained by the Director from a contract, provided that:

- (a) the contract is confirmed by a majority of the votes at a Meeting of Members called for that purpose; and

- (b) the Director's interest in the contract is declared in the notice calling the Meeting of Members.

9. **Notices**

9.01 **Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest known address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of Change of Directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air-mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given deposited in a post office or public letter box; and a notice so sent by any means of transmitted or appropriate communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or

agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient or conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

9.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws 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.

10. Dispute Resolution

10.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this By-Law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other

way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and then two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

11. Effective Date

11.01 Effective Date

Subject to matters requiring a Special Resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the day of , 2017, and confirmed by a vote of two-thirds of the members of the Corporation by special resolution on the day of , 2017.

DATED as of the day of , 2017.

LONDON PICKLEBALL CLUB INC.

Per: _____

Name: Norene Clancy

Title: President and Director