

BYLAW NO. 20211

A by-law to amend By-law No. 22011 of

SANS SOUCI TENNIS CLUB

BE IT ENACTED as a by-law of SANS SOUCI TENNIS CLUB (the **Club**) that By-law No. 22011 (the **Operational Bylaw**) of the Club is hereby amended as follows:

1. AMENDMENTS

1. Insert new Section 1A. immediately after Section 1 (“Purpose”) to read as follows:

“1A. Income and Payments

- (a) *Application of Income:* All the Club's profits (if any), other income and property, however derived, must be applied only to promote its purpose.
- (b) *No Dividends, Bonus or Profit Paid to Members:* None of the Club's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise, provided, however, that nothing in this Bylaw will prevent the reimbursement to a Member of the Member's Initial Fee as provided for in and in accordance with the Operational Bylaw.
- (c) *Payments in Good Faith:* Paragraph (b) of this Section 1A does not prevent the payment in good faith, on commercial terms, to an officer or Member of the Club, or to a legal entity or business of which an officer or Member of the Club is a partner, an officer, director or a shareholder (or otherwise associated):
 - (i) of remuneration for services to the Club;
 - (ii) for goods supplied to the Club in the ordinary course of business;
 - (iii) of interest on money borrowed from them by the Club at a rate not exceeding the rate fixed for the purposes of this paragraph (c) by the Club in a meeting of the Members; or
 - (iv) of reasonable rent for premises leased by them to the Club.”

2. Insert new Section 7A. immediately after Section 7 (“Governance”) to read as follows:

“7A. Winding Up of the Club

- (a) The Club may be wound up and dissolved upon the authorization of,
 - (i) a majority of the votes cast at a Special Meeting of the Members of the Club duly called for the purpose; or

- (ii) the consent in writing of all the Members entitled to vote at such Special Meeting.
- (b) If, on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities (including by the assumption of those debts and liabilities by an entity to which the Club's remaining property is being transferred), any property remains, that property must be given or transferred to another entity:
 - (i) having a purpose similar to that of the Club; and
 - (ii) whose constitution or articles of incorporation (if a corporation) prohibits the distribution of its income and property among its members to an extent at least as great as is imposed under this Bylaw.
- (c) That entity is to be determined by the Tennis Executive at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.”

2. **INTERPRETATION** – Capitalized words and phrases used in this Bylaw No. 20211 will have the same meanings given to them in Bylaw No. 22011 unless otherwise defined in this Bylaw.

3. **CONSOLIDATION OF THE AMENDMENTS**

- 3.1. Following the confirmation of this Bylaw No. 20211 by the Members, with or without variation, the Tennis Executive shall cause the amendments contained in this Bylaw No. 20211 to be consolidated into Bylaw No. 22011.
- 3.2. The Secretary of the Club shall cause the publication of the Consolidated Version, with such stylistic changes as may be necessary and appropriate.
- 3.3. Upon the publication of the Consolidated Version, the President and the Secretary of the Club are authorized and directed to sign it.