

GLENMORE POOL & COUNTRY CLUB INC.

CONSTITUTION AND BY – LAWS



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GLENMORE POOL & COUNTRY CLUB INC.

BY - LAWS

Passed May 11, 1996

Amended August, 2011

BY - LAW ONE

NAME OF COMPANY, SITUATION OF OFFICES

ARTICLE ONE: NAME.

The corporate names of the Club are

GLENMORE POOL & COUNTRY CLUB INC.

LE CLUB DE LA PISCINE ET DES LOISIRS GLENMORE INC.

ARTICLE TWO: SITUATION OF OFFICES.

The Head Office and chief place of business of the club shall be in the Town of Dollard des Ormeaux in the Province of Quebec, Canada.

BY - LAW TWO

BOARD OF DIRECTORS

ARTICLE ONE: NUMBER OF DIRECTORS.

The number of Directors shall be **nine (9)**, consisting of the following:

President,
Immediate Past-President,
Vice-President (Operations),
Vice-President (Aquatics),
Vice-President (Food Services)
Secretary,
Treasurer,
Registrar,
Aquatic Staff Director

All Directors, should be Ordinary members in good standing, and shall be elected by the voting members at the Annual General Meeting as hereafter provided. As soon as the first President of the Club shall have completed his term of office, the Immediate Past-President shall become a member of the Board provided such person is an Ordinary member in good standing, in which case **seven (7)** directors, other than the Immediate Past-President **and the Aquatic Staff Director** shall be elected at the Annual General Meeting.

Should a vacancy occur on the Board of Directors through resignation or any other cause, the remaining members of the Board shall have the power to appoint a member to fill the vacancy until the next Annual General Meeting when the member so appointed shall retire but shall be eligible for re-election.

ARTICLE TWO: NOMINATING COMMITTEE.

The Directors shall, not less than twenty one (21) days prior to the holding of the Annual General Meeting, appoint a Nominating Committee consisting of the Immediate Past President and two (2) Ordinary members. If the Past President is unable to serve for any reason, the Directors shall appoint as Chairperson a member who has served formerly as a Director of the Club. This committee shall meet promptly and within seven (7) days after their appointment shall submit a report to the Secretary giving a list of the proposed names for directors for the ensuing term. This list shall be posted as soon as possible on the Club notice board.

Any two (2) or more Ordinary members desiring to make further nominations shall forward written notice thereof, together with the written consent of the nominee or nominees to serve if elected, to the Secretary at least seven (7) days prior to the date of the Annual General Meeting. All nominations shall be posted on the Club notice board as soon as received. The names of those proposed by the nominating committee and of such other nominations as may have been received shall be included in the notice calling the Annual General Meeting.

ARTICLE THREE: TERM OF OFFICE.

Directors shall hold office for two years until their successors are elected. **Voting power for the newly elected director shall take effect at the end of the fiscal year.** Retiring directors shall be eligible for re-election, but shall not hold office for more than two (2) consecutive terms, except that after a lapse of one (1) year they shall again be eligible for election.

ARTICLE FOUR: GENERAL POWER OF DIRECTORS.

The Board of Directors shall be responsible for the management of the business affairs and property of the Club. In addition to the powers and authorities that these By-Laws expressly conferred upon them, the Board may exercise all such powers as a Club, and do all such lawful acts and things as are not by statute or that these By-Laws direct or require to be exercised or done by the voting members of the Club at a general meeting.

Without prejudice to the general powers conferred by the last preceding paragraph and the powers otherwise conferred by statute, and by other By-Laws of the Club, it is hereby expressly declared that the Board of Directors shall have the following powers:

- a) From time to time to make and change rules and regulations not inconsistent with these By-Laws, for the management of the Club's affairs;
- b) To purchase or otherwise acquire for the Club, any property, rights or privileges which the Club is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit;
- c) To sell, lease the use of the Club or any part of services thereof to outside organizations temporarily, or otherwise dispose of any property real or personal, assets, interest or effects of the Club except as applies to immovable property, for such price or consideration and generally on such terms and conditions as the Board of Directors may think fit;
- d) To appoint and at their discretion to suspend such managers or agents, employees or servants, permanently or temporarily, as they think fit, and to determine their duties, and to fix and from time to time to change their salaries or emoluments;
- e) To confer by resolution upon any appointed officer of the Club the power to employ, remove or suspend such managers, officers, agents or servants;
- f) To authorize and determine who shall in the name and on behalf of the Club, draw, accept, make, endorse, sign or otherwise execute and deliver bills of exchange, cheques, promissory notes, mortgages, hypothecated, privileges, securities under the Bank Act, releases, contracts or other documents;
- g) To delegate any of the powers of the Board to any standing or special committee, or to any manager or other officer, attorney or agent, and to appoint any person to be the attorney or agent of the Club with such powers and upon such terms as they think fit;

- h) To determine the conditions under which persons may be admitted to membership in the Club; suspend or disqualify members, classify members and fix the fees for the various classes, and permit guests of members, transients or other persons to enjoy some or all privileges of the Club for limited periods on payment of such fees as they may consider advisable.**
- i) To borrow money and obtain advances upon the credit of the Club from any bank, corporation, firm or person, upon such terms, covenants and conditions, at such time, in such sums, to such an extent and in such manner as the Board of directors at their discretion may deem expedient;**
- j) To limit or increase the amount to be borrowed;**
- k) To issue or cause to be issued bonds, debentures or other securities of the Club and to pledge or sell the same for such sums upon such terms, covenants or conditions and at such price as may be deemed expedient by the Board of Directors;**
- l) To hypothecate, mortgage, charge, pledge, cede or transfer the property, undertaking and rights, real or personal, moveable or immovable or mixed, of the Club, now owned or hereafter acquired, or both, to secure any bonds, debentures or other securities or any money borrowed or any other liability of the Club;**
- m) As security for any discounts, overdrafts, loans, credit advances or other indebtedness or liability of the Club, to any bank, corporation, firm or person, and interest thereon, to hypothecate, mortgage, pledge, and give to any bank, corporation, firm or person, any or all of the Club's property, real or personal, movable or immovable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give security under the Bank Act for any indebtedness contracted or to be contracted by the Club to any bank;**
- n) To exercise generally all or any of the rights or powers which the Club itself may exercise under its charter and the laws governing it;**
- o) To delegate in and by any resolution or by-law to any officer or directors all or any of the powers hereby conferred upon the directors, and the power of borrowing and giving security hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first exercise thereof, but may be exercised from time to time, hereafter, until the repeal of this by-law and notice thereof has been given in writing;**
- p) To allow public access to swimming facilities under the same time schedule as the members of the Club and their guests, without favouritism to either group.**

BY - LAW THREE

OFFICERS

ARTICLE ONE: PRESIDENT.

The President shall be the Chief Executive Officer of the Club and be ex-officio a member of all committees. The President shall preside at all meetings of the Club and of the Board of Directors. The President shall be responsible for policies established by the Board of Directors and the implementation thereof either by the Directors, the Committees or by the Manager.

The President shall be responsible for the Committee (s) assigned to the position of President by the Board of Directors.

ARTICLE TWO: VICE-PRESIDENT (OPERATIONS).

The Vice-President (Operations) shall perform such duties as shall be assigned from time to time by the President, and in the absence of the President, the Vice-President (Operations) shall be vested with all the powers and required to perform all the duties of the President. In the absence of both the President and the Vice-President (Operations), one of the Directors shall be chosen by the meeting and shall act as chairperson of the meeting.

The Vice-President (Operations) shall be responsible for the Committee(s) assigned to the position of Vice-President (Operations) by the Board of Directors.

ARTICLE THREE: VICE-PRESIDENT (AQUATICS).

The Vice-President (Aquatics) shall perform such duties as shall be assigned from time to time by the President. The Vice-President (Aquatics) shall be responsible for all aquatic functions.

The Vice-President (Aquatics) shall be responsible for the Committee (s) assigned to the position of Vice-President (Aquatics) by the Board of Directors.

ARTICLE FOUR: TREASURER.

The Treasurer shall be responsible for the collection of dues and members' accounts, the custody of funds, payment of debt and conduct generally all of the finances and the keeping of accounts of the Club. The Treasurer shall report thereon at all regular meetings of the Board of Directors and shall have the accounts of the Club audited prior to the annual general meeting.

The Treasurer shall be responsible for the Committee (s) assigned to the position of Treasurer by the Board of Directors.

ARTICLE FIVE: SECRETARY.

The Secretary shall be responsible for all the correspondence pertaining to their office and in particular, but without limiting the generality of the foregoing, the issue of notices of meetings of the Club and/or the Board of Directors of the Club and the keeping of minutes of meetings of the Club and/or of the Board of Directors. In the absence of the Secretary, a Director or an Ordinary member in good standing of the Club shall be appointed to fulfil the duties of the Secretary at a meeting of the Board of Directors or at a meeting of the Club respectively.

The Secretary shall be responsible for the Committee (s) assigned to the position of Secretary by the Board of Directors.

ARTICLE SIX: IMMEDIATE PAST PRESIDENT.

The Immediate Past President will be responsible for recommending changes to the Club's constitution and By-Laws, will act as Chairperson of the Nominating committee and will provide general counsel as required to the President and to the Board of Directors.

The Immediate Past President shall be responsible for the Committee (s) assigned to the position of Immediate Past President by the Board of Directors.

ARTICLE SEVEN: VICE-PRESIDENT (FOOD SERVICES)

The Vice-President (Food Services) will be responsible for the operations of the snack bar and other food services provided by the pool operations.

The VICE-PRESIDENT (Food Services) shall be responsible for the Committee(s) assigned to the position of Vice-President (Food Services) by the Board of Directors.

ARTICLE EIGHT: REGISTRAR

The Registrar will be responsible for the tracking of Memberships and transferring of funds to the Treasurer as well as other administrative tasks assigned by the Board of Directors.

The REGISTRAR shall be responsible for the Committee(s) assigned to the position of Registrar by the Board of Directors.

ARTICLE NINE: AQUATIC STAFF DIRECTOR

The Aquatic Staff Director will be responsible for the aquatic operations, aquatic staff and life saving rules and regulations of the pool.

The Aquatic Staff Director shall be responsible for the Committee (s) assigned to the position of Aquatic Staff Director by the Board of Directors.

BY - LAW FOUR

COMMITTEES AND OTHER OFFICES

ARTICLE ONE: STANDING COMMITTEES.

The Board of Directors may appoint (when applicable) the following standing committees, or other committees as deemed necessary by the Board of Directors:

ENTERTAINMENT COMMITTEE:

Responsible for all social events, for presentation of awards and trophies in conjunction with the Pool Manager, and may from time to time appoint such other special committees as they may consider necessary.

LIFEGUARD COMMITTEE:

Responsible for the hiring, training, motivation, discipline and for all related schedules of all lifeguards. Responsible for aquatic safety of all Club members and for the setting up and enforcement of all aquatic rules and regulations. Responsible for the educational section of the Club's LEADER'S PROGRAM.

MAINTENANCE COMMITTEE:

Responsible for the proper maintenance of the Club facilities, grounds, structures and equipment, for any new construction, for the renovation of existing property, for the Club decor and furnishings.

SNACK BAR COMMITTEE:

Responsible for the operation of the Snack Bar and kitchen, purchase and inventory of all related supplies.

Recommends to the Board of Directors for approval the hiring of all related employees and the setting of prices of goods to be sold.

TELEPHONE COMMITTEE:

Responsible for setting up lines of communications to all members concerning social events, bake sales, and any other events that require communications to members.

Such committees shall have such powers and duties as may be conferred upon them by the Board of Directors, shall be subject to the authority of the Board of Directors and shall report to them.

ARTICLE TWO: OTHER OFFICES.

(A) EXAMINER.

At the annual general meeting there shall be elected, by the members, an eligible voting member to act as Examiner, to examine the Club's year end financial statements, and to report to the next annual general meeting the findings of the examination (s) performed. In the event that no eligible Club member can be found to perform the examination, an external examiner can be engaged to conduct the examinations and to report the findings of the examinations.

(B) CLUB CHAPLAINS.

There may also be appointed by the Board of Directors a Club Chaplain or Chaplains , who need not be members of the Club.

BY - LAW FIVE

MEETINGS

ARTICLE ONE: ANNUAL GENERAL MEETING.

The annual general meeting of the Club shall be held on the third Sunday of August in each year, or such other date as the Board of Directors may pick, for the reception of reports of the Directors, the election of Directors, approval of Examiner(s) for the forthcoming year, and the transaction of any other business.

ARTICLE TWO: SPECIAL GENERAL MEETING.

Special general meetings of the Club shall be called upon application in writing to the Secretary, signed by at least twenty-five (25) Ordinary members, or it may be called at the demand of the President or of the majority of the Board of Directors. All special general meetings of the Club shall be called by posting written notice on the Club notice board from the Secretary at least seven (7) days prior thereto, giving the time and place at which the meeting will be held and the object of such a meeting.

ARTICLE THREE: MEETINGS OF THE DIRECTORS.

Meetings of the Board of Directors may be called on the authority of the President and shall be called at any time upon application in writing to the Secretary signed by a majority of the Board of Directors.

ARTICLE FOUR: QUORUM.

At any general meeting of the Club, twenty (20) Ordinary members shall constitute a quorum except for an addition to or an amendment of the By-Laws for which purposes forty (40) Ordinary members shall constitute a quorum. At any meeting of the Board of Directors, SIX (6) Directors shall constitute a quorum, unless through resignation or failure of any directors to perform their duties, the number of directors reduces from eight (8). Then, at any meetings of the Board of Directors, if there are seven (7) directors fulfilling their duties, five (5) directors shall constitute a quorum. If there are six (6) directors fulfilling their duties, four (4) directors shall constitute a quorum.

ARTICLE FIVE: REPORTS.

The Board of Directors shall present to the members at the annual general meeting a general report of the Club's activities during the year to date. A report of the income and expenditures of the Club for the preceding year ending September thirtieth, and a report of the income and expenditures of the Club for the current year up to and including July thirty-first, will also be presented.

ARTICLE SIX: VOTING.

Voting by secret ballot shall be adopted on any question if two-thirds (2/3) of the members present call for it. In case of a tie vote, the President or Chairperson shall have a casting vote in addition to their regular vote. Each Ordinary member shall have one vote but no member in arrears shall be allowed to vote or to take part in the proceedings of any meeting. In the case of a Family and/or Senior Couple memberships, both husband and wife shall be eligible to cast a vote.

Voting Register

At each Annual or Special General Meeting, a voting register shall be kept by the secretary and each eligible voter must register in order to be able to cast a vote.

ARTICLE SEVEN: CHANGE OF BY-LAWS.

The By-Laws of the Club may be altered or new ones added with the consent of two-thirds of the members present at an annual or special general meeting convened for that purpose, notice of intention to propose such change or addition having been posted on the Club's notice board calling said meeting.

BY - LAW SIX

FINANCIAL YEAR, ACCOUNTS, AND AUDIT

ARTICLE ONE: FINANCIAL YEAR.

The financial year of the Club shall end on the thirtieth day of September in each year and may from time to time be changed by a resolution of the Board of Directors.

ARTICLE TWO: ACCOUNTS.

A bank account or accounts shall be kept in the name of the Club at a chartered bank or banks, trust company or trust companies to be selected by the Board of Directors. All cheques, drafts, promissory notes, negotiable instruments, warehouse receipts, waivers of protest and generally all documents for the purpose of binding or obligating the Club, in connection with banking transactions generally, shall be made, drawn, accepted, endorsed or signed by such officers of the Club or other persons as the Board of Directors may from time to time authorize and appoint for that purpose. All drafts, notes, cheques, or orders for the payment of monies for deposit in any bank or trust company to the credit of the club may be endorsed by any officer or Director of the Club or without such signature by means of a rubber stamp or similar article bearing the imprint of the Club's name.

ARTICLE THREE: AUDIT.

The appointment, rights and duties of the Auditor or Auditors of the Club shall be regulated by the Companies Act. Where no statutory requirement for an audit exists, the appointment of a Financial Examiner, as outlined in By-Law Four, Article Two, shall be acceptable. At least once in every financial period, the accounts of the Club shall be examined and the correctness of the statement of income and expenditure and of any applicable balance sheet reported on by the Financial Examiner (s).

BY - LAW SEVEN

MEMBERSHIP

ARTICLE ONE: CLASSIFICATIONS.

The membership classifications may be separate, or held jointly. By-Law Nine lists and defines each category.

ARTICLE TWO: HONOURARY MEMBER.

An honorary member shall be a person nominated and elected as such by the Board of Directors, the term to be determined and set by the Directors. Honourary members shall pay no entrance fee or annual subscription and shall have the same privileges as an Ordinary member except those of voting and holding any office.

ARTICLE THREE: ORDINARY MEMBER.

An ordinary member shall be a paid up member under one (1) of the classifications for Ordinary members in By-Law Nine.

BY - LAW EIGHT

ADMISSION TO MEMBERSHIP

ARTICLE ONE: ADMISSION.

A candidate for admission to membership in the Club must be accepted for admission by the Board of Directors at the next Board of Directors meeting following submission of application. From the date of submission to membership to the date of the next Board of Directors meeting, the candidate, if fully paid up, shall enjoy the privileges of the Club as if accepted by the Board of Directors.

ARTICLE TWO: DUES.

An entrance fee of such amount as may from time to time be recommended by the Board of Directors shall be charged on admission to membership in the Club. Provided, however, that if at any time in the opinion of the Board of Directors, it would be in the interest of the Club to do so, it has the power by a resolution of the Board of Directors, to waive the said entrance fee in whole or in part for such time as in its judgement is advisable, or to provide for a payment for same in instalments over a period of time. There shall be an annual subscription for each membership as set from time to time by the Board of Directors.

ARTICLE THREE: PAYMENT OF DUES.

The Treasurer, or other such Ordinary member as appointed by the Board of Directors, shall notify such new member in writing of the amount of the annual subscription if these have not already been remitted. Until they have been paid the new member (s) shall not have the privileges of the Club. In the event of non-payment, the applicable membership shall be cancelled.

ARTICLE FOUR: MEMBERSHIP YEAR.

The membership year of the Club shall commence on the first day of June.

ARTICLE FIVE: ANNUAL SUBSCRIPTION.

Notice of membership subscriptions shall be sent to members before the first day of June of each year. They shall be due and payable on the fifteen day of June, and must be paid in full at that time, unless alternative dates or methods of payments have been approved by the Board of Directors.

ARTICLE SIX: SUSPENSION.

If any member commits an act which, in the opinion of the Board of Directors or any ten members who shall certify the same in writing, is detrimental to the character or interests of the Club, the Board of Directors shall summon such member to appear before them to explain such conduct advising such member of the reason thereof and if such member neglects to appear before the Board of Directors or having appeared, failed to satisfy the Board of Directors, the Board of Directors may suspend such member the privileges of the Club for a period not exceeding two months; or the Board of Directors may call a special general meeting of the Club to consider the matter, and it shall be competent for such meeting, by a vote of two-thirds of the Ordinary members thereat, to suspend or expel such member from the Club. If referred to a special general meeting, the charge or charges against such member shall be preferred in writing and the Secretary shall send to the member so charged a copy of the charge or charges at least seven days before the said special meeting takes place.

ARTICLE SEVEN: ADDRESS OF MEMBERS.

Any member changing address shall notify the Secretary in writing of the new address, failing which, all notices sent to the last known address of such member shall be held to have been duly given.

BY - LAW NINE

MEMBERSHIP CATEGORIES.

ARTICLE ONE: MEMBERS.

The Club shall consist of the following membership categories, and any others deemed necessary by the Board of Directors, which shall be considered active categories when deemed applicable by the Board of Directors.

1. Resident Family
2. Non - Resident Family
3. Resident Single
4. Non - Resident Single
5. Resident Senior Single
6. Non - Resident Senior Single
7. Resident Senior Couple
8. Non - Resident Senior Couple
9. Live - In Grandparent
10. Baby-sitter
11. Baby Sat Child
12. Non Members

ARTICLE TWO: RESIDENT FAMILY.

A resident family shall be an Ordinary member as defined by By-Law Seven, who reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors. A resident family shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors, which amount shall include the annual subscription of the other members of the family (husband, wife, children). The resident family membership entitles the wife and husband and their children who are 25 years of age or younger and living at home with their parents, full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE THREE: NON - RESIDENT FAMILY.

A non - resident family shall be an Ordinary member as defined by By-Law Seven, who do not reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors. A non - resident family shall pay an annual subscription fee in such amount as may be fixed from time to time by the Directors, which amount shall include the annual subscription of the other members of the family (husband, wife, children). The non - resident family membership entitles the wife and husband and their children who are 25 years of age or younger and living at home with their parents, full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE FOUR: RESIDENT SINGLE.

A resident single shall be an Ordinary member as defined by By-Law Seven, who resides in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and who is fourteen (14) years of age or older. A resident single shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors. The resident single membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE FIVE: NON - RESIDENT SINGLE.

A non - resident single shall be an Ordinary member as defined by By-Law Seven, who does not reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and who is fourteen (14) years of age or older. A non - resident single shall pay an annual subscription fee in such amount as may be fixed from time to time by the Directors. The non - resident single membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Directors.

ARTICLE SIX: RESIDENT SENIOR SINGLE.

A resident senior single shall be an Ordinary member as defined by By-Law Seven, who resides in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and who is sixty years of age or older . A resident senior single shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors. The resident senior single membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE SEVEN: NON - RESIDENT SENIOR SINGLE

A non - resident senior single shall be an Ordinary member as defined by By-Law Seven, who does not reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and who is sixty years of age or older . A non - resident senior single shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors. The non - resident senior single membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE EIGHT: RESIDENT SENIOR COUPLE.

A resident senior couple shall be an Ordinary member as defined by By-Law Seven, who reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and one of whom is sixty years of age or older. A resident senior couple shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors. The resident senior couple membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE NINE: NON - RESIDENT SENIOR COUPLE.

A non - resident senior couple shall be an Ordinary member as defined by By-Law Seven, who do not reside in the Municipality (s) that have an agreement with the Club that has been approved by the Board of Directors, and one of whom is sixty years of age or older. A non - resident senior couple shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors. The non - resident senior couple membership entitles the member to full use of the Club's facilities, as may be determined from time to time by the Board of Directors.

ARTICLE TEN: LIVE - IN GRANDPARENT

A live - in grandparent is defined as a grandparent of an Ordinary member who lives at the same domicile as that Ordinary member. A live - in grandparent shall be allowed access to all of the Club's facilities, but shall not be considered a member of the Club and are therefore not eligible to vote on matters pertaining to the Club, nor are they eligible to take lessons or to be part of any aquatic team. A live - in grandparent shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors.

ARTICLE ELEVEN: BABY-SITTER.

A baby-sitter is defined as a baby-sitter of an Ordinary member. A baby-sitter shall be allowed access to all of the Club's facilities as long as such baby-sitter is with the children of the Ordinary member who sponsored such baby-sitter, but shall not be considered a member of the Club and are therefore not eligible to vote on matters pertaining to the Club, nor are they eligible to take lessons or to be part of any aquatic team. A baby-sitter shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors, such annual subscription is non-transferable to any other baby-sitter.

ARTICLE TWELVE: BABYSAT CHILD.

A babysat child is defined as a child being baby-sat by an Ordinary member. A babysat child shall be allowed access to all of the Club's facilities as long as such babysat child is with the Ordinary member who sponsored such babysat child, but shall not be considered a member of the Club and are therefore not eligible to vote on matters pertaining to the Club, nor are they eligible to take lessons or to be part of any aquatic team. A babysat child shall pay an annual subscription fee in such amount as may be fixed from time to time by the Board of Directors, such annual subscription is non-transferable to any other babysat child.

ARTICLE THIRTEEN: PUBLIC ACCESS.

Notwithstanding the foregoing articles, the public shall be allowed access to all of the Club's facilities. Such public that are allowed access are not to be considered members of the Club and are therefore not eligible to vote on matters pertaining to the Club, nor are they eligible to take lessons or to be part of any aquatic team. Such access shall be for an accessible and reasonable fee to all, set by the Board of Directors.

ARTICLE FOURTEEN: TOTAL MEMBERSHIP.

The Board of Directors may from time to time and at their discretion, set and/or limit the number of Ordinary members, or any other categories of members that they feel the Club can accommodate.

BY - LAW TEN

DISSOLUTION

ARTICLE ONE: DISTRIBUTION OF ASSETS.

Upon the dissolution or abandonment of the Charter of the Glenmore Pool & Country Club Inc., and after the payment of all the debts and the satisfaction of all the obligations of the Club, the residue of all the Club assets shall be transferred either to a non - profit organization pursuing similar objectives or to the Town of Dollard des Ormeaux.