

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
SUDBURY WINTER TENNIS CLUB**

CARRYING ON BUSINESS AS  
SUDBURY INDOOR TENNIS CENTRE

(THE “**CORPORATION**” OR “**SWTC**”)

**RESOLUTION RESPECTING TRANSITION TO CONFORMITY WITH ONCA**

**WHEREAS:**

1. Sudbury Winter Tennis Club [“SWTC”] was incorporated by Letters Patent dated September 4, 1992, as a corporation without share capital.
2. The Letters Patent document is the constituting document of the Corporation [the “**Constitution**”].
3. SWTC carries on business as “Sudbury Indoor Tennis Centre”, but the Letters Patent have not been amended to change the name of the Corporation and on May 30, 2024, SWTC registered “Sudbury Indoor Tennis Centre as a business name.
4. The Corporation was governed by the provisions of the Corporations Act, Revised Statutes of Ontario, 1990, Chapter C.38 as amended from time to time and in particular Part III thereof [the “**Corporations Act**”].
5. In 2025, the Corporation is transitioning to conformity with the provisions of the Ontario Not-for-profit Corporations Act, 2010 S.O. 2010, CHAPTER 15 [“**ONCA**” or the “**Act**”].
6. ONCA requires the Corporation be continued under the Act by way of adoption of “**Articles of Amendment**”.
7. Section 17 of the Act authorizes the passing of by-laws governing the conduct of the affairs of the Corporation.
8. Due to substantial changes required by ONCA, it is considered desirable that the Corporation’s by-laws be revised by way of repeal of existing operating by-law No. 1 and adoption of a fresh operating by-law.

9. A special meeting of Members of the Corporation has been duly called for the purpose of adopting various documents to bring SWTC into conformity with ONCA.
10. It is considered prudent to allow for execution of documents required to give effect to and implement those documents.

**NOW THEREFORE IT IS RESOLVED THAT:**

1. The Corporation's name be and the same is hereby changed to "Sudbury Indoor Tennis Centre" and otherwise amend or restate its' Letters Patent and Operating By-law to conform with ONCA;
2. The following documents are hereby approved and adopted for implementation of this resolution, substantially in the form attached hereto:
  - a. Articles of Amendment;
  - b. Sudbury Indoor Tennis Centre Operating By-law No. 3 [ver 2025-11-25];
3. The President and/or Secretary and/or Treasurer are hereby authorized to execute all documents required to give effect to, file, register, or otherwise implement the transition to conformity with ONCA.

**THE FOREGOING** resolution was appropriately moved, seconded and approved as a special resolution by at least 2/3rds of the votes cast and so passed at a meeting of the Members called for that purpose, and held this 7<sup>th</sup> day of December, 2025.

**Sudbury Winter Tennis Club**  
cob as Sudbury Indoor Tennis Centre  
per:

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Vedran Dukic, President