

By-Laws



BYLAW NO. 1

A bylaw relating generally to the transaction of the business and affairs of Richmond Hill Lawn Tennis Club (the "Corporation").

1. General

1.1. Definitions

- 1.1.1. "Act" means the *Corporations Act* (Ontario) until such time as the Ontario *Not-for-profit Corporations Act, 2010*, ("ONCA") is proclaimed in force, and thereafter shall mean the ONCA, together with the Regulations as from time to time is amended and every statute and Regulation that may be substituted therefore and, in the case of such substitution, any reference in these bylaws to provisions of the Act shall be read as references to the substituted provisions in the new statutes or Regulations;
- 1.1.2. "AGM" means the Annual General Meeting;
- 1.1.3. "Board" means the board of directors of the Corporation;
- 1.1.4. "By-laws" means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- 1.1.5. "Club" means the Richmond Hill Lawn Tennis Club Corporation;
- 1.1.6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- 1.1.7. "Member" means a member of the Corporation;
- 1.1.8. "Members" means all classes of membership in the Club as set out in Article 8;
- 1.1.9. "Meeting of the Members" means any meetings of the classes of membership; and
- 1.1.10. "Officer" means an officer of the Corporation.

1.2. Interpretation

All terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3. Severability and Precedence

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4. Execution of Instruments

Deeds, transfers, licenses, assignments, contracts and obligations on behalf of the RHLTC may be signed and executed by the President and any one of the Vice-President or Treasurer.

1.5. Corporate Obligations

The business of the Corporation shall be carried on without financial gain to its members, Directors, or Officers, and any profits or other accruals to the Corporation shall be used in promoting its objectives.

1.6. Corporate Head Office

The head office of the Corporation shall be in the City of Richmond Hill, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

2. Directors

2.1. Eligibility/Term

The Directors shall be elected by the Members. All adult Members in good standing shall be eligible for a position on the Board of Directors. The term of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. At the end of their respective term, each Director may stand for re-election.

2.2. Vacancies

The office of a Director shall be vacated immediately:

- 2.2.1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- 2.2.2. if the Director dies;
- 2.2.3. if the Director becomes bankrupt;
- 2.2.4. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- 2.2.5. if, at a meeting of the Members authorized by Section 2.5, a resolution to remove the Director before the expiration of the Director's term is passed by at least a majority of the votes cast by the Members present at the meeting.

2.3. Filling Vacancies

A vacancy on the Board shall be filled by a vote of the Board of Directors.

2.4. Committees

The Board of Directors may from time to time appoint committees which may be composed of Members, and the Board of Directors may delegate to such committees such powers as are necessary to fulfill their mandate and the by-laws of the Corporation.

2.5. Removal of Directors

A 2/3-majority vote of the Board of Directors is required to call a special meeting of membership where a majority of the Members present shall vote to remove the Board or a board member

2.6. Remuneration of Directors

Directors are not entitled to remuneration for their services as such, but shall be entitled to be reimbursed for reasonable out-of-pocket expenses properly incurred by them in the performance

of their duties. Membership fees are waived for Board members in consideration for volunteering their time.

3. Board Meetings

3.1. Calling of Meetings

All Board of Directors meetings shall be at the call of the President or the Secretary and can be held as frequently as necessary, but not less than three times per year.

3.2. Special Meetings

Special Board meetings may be called by the President or Vice-President in the absence of the President, or on petition in writing to the Secretary signed by three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the meeting.

3.3. Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than five (5) days in advance of the meeting, unless all Board members agree to the calling of a meeting on shorter notice. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

Notice shall include a tentative agenda in the case of a regular Board meeting and shall specify the business to be conducted in the case of a special Board meeting.

3.4. Attendance

Any Director who misses three reasonably scheduled consecutive meetings may be discharged by a majority vote, and at the discretion, of the Board.

3.5. Quorum

A quorum shall consist of a simple majority of the Board of Directors. Should a meeting be necessary without a quorum, all resolutions made at that meeting must be ratified at a duly constituted meeting of the Board of Directors.

3.6. Voting

Any decision at a Board Meeting shall be decided by a show of hands. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall have a second vote or casting vote. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to

communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4. Financial

4.1. Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.2. Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.3. Borrowing

The Board of Directors may commit the Club to borrow funds for the purpose of capital expenditures or investments in tennis infrastructure. The Board can also pledge investments as security against such borrowings. The Board must obtain membership approval for any commitments that will require reserve funds to be utilized or pledged.

5. Officers

5.1. Officers

The Members may elect from among the Directors the following offices: President, Vice-President, Secretary, Treasurer, League Director and Membership Director. The members may elect such other additional or fewer Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the members may prescribe from time to time.

5.2. Term

Each officer shall be elected to hold office and shall serve a one (1) year term. At the end of their respective term each Officer may stand for re-election.

5.3. Duties

The President, Vice-President, Secretary, Treasurer, Past President, League Director and Membership Director shall perform the duties described in the list of duties and responsibilities of each office and such other duties as may be required by law or as the Board of Directors may determine and resolve from time to time.

5.4. Past-President Position

The Past President position is a non-elected position that shall be automatically filled by the President leaving office. Should the immediate last President not wish to remain on the Board in the Past President position, the position shall be filled by the preceding Past President and if unavailable, the position shall remain vacant for that term.

5.5. President Position

In the event of a President vacating their elected position before the end of their term, the Vice President will assume the role of President and if unable, the Board will appoint a new president from the existing Board by majority vote. If none of the Board members are willing to take on the role of President, the affairs of the club shall be run by the remaining Board members for the remainder of the term and position of President shall remain vacant until the next election.

5.6. Vacated Offices

In the event of any Officer vacating their position before the end of their term, the Board may appoint a successor to hold office for the remainder of the term.

5.7. Officer Nominations

A Nominating Committee of at least 2 Directors shall be appointed by the Board. The Nominating Committee shall post a list on the club's website of the names recommended by them for the respective office at least seven (7) days prior to the date set for the AGM.

5.8. Nominations by the Members

Nominations for officer positions, other than President and Vice-President, may be made by any Member. A nomination requires the signature of two other Members of the club and must be submitted to the Secretary at least fourteen (14) days prior to the General Meeting. Voting shall be for those nominees only who have agreed to allow their names to stand and who have been nominated at least seven (7) days prior to the General Meeting. In order to run for the position of President and Vice-President, the prospective candidate must have served on a previous board. However, if no one from a previous board is available to fill these positions, then the committee may nominate candidates to these positions. The Members may not nominate candidates to the positions of President and Vice-President.

6. Protection of Directors and Others

6.1. Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

7. Conflict of Interest

7.1. Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

8. Membership

8.1. Members

The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

Members shall be individuals who have applied and been accepted for Membership in the Corporation and whose membership fees are fully paid. The term of Membership shall be one year, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act and the Letters Patent, each Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Member shall be entitled to one (1) vote at such meetings.

The full membership year shall be from April 1st of the year to March 31st of the next year. Special memberships shall be as determined by the Board of Directors.

8.2. Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.3. Membership Classifications

Membership will be collected in two classifications:

Adult member – 18 years of age and older;
Junior member – under 18 years of age.

The Board may create and remove membership classifications as the need arises, by ordinary resolution.

8.4. No Discrimination

Membership in the Corporation or participation in any of its activities shall not be limited for reasons of race, religion, sex, national origin, or disability.

8.5. Membership Fees

Membership fees are due and payable on the date(s) determined by the Board of Directors. Unpaid members are not eligible to participate in events or on teams and they will be removed from the RHLTC membership register upon dues being 30 days overdue.

The Board of Directors shall determine fees for membership and other fees and charges as deemed appropriate.

8.6. Authority

Members shall abide by all resolutions and decisions of the Board of Directors of the Corporation.

8.7. Waiting List & Restrictions

Membership may be closed and a waiting list established when the Board determines that the membership has reached capacity.

Membership may be restricted to Richmond Hill residents at any time or as required by the City of Richmond Hill under the license agreement.

8.8. Disciplinary Act or Termination of Membership for Cause

- 8.8.1. The Board of Directors shall have the power to suspend, cancel or revoke club privileges, temporarily or permanently expel any Member for just cause, including unruly behavior, interference with or disturbance of other players on the court and including breach of the RHLTC By-laws and Rules of Conduct which are posted on the Club's website. RHLTC Rules of Conduct must be posted on the Clubs website and are subject to revision and approval by the Board of directors

- 8.8.2 The Secretary shall give at least 48 hours' notice to such Member that a meeting will be held at which the Board appointed disciplinary committee will consider the revocation or suspension of his/her membership. The Secretary will further advise the member that he/she is entitled to attend the meeting and give the reasons why he/she opposes the revocation or suspension of membership.
- 8.8.3 The President or chair of the disciplinary committee shall inform the Member of the committee's decision within seven (7) days after such meeting. The notice will include reasons for termination or suspension, including terms, if any, for reinstatement.
- 8.8.4 The decision of the committee is final and cannot be appealed.
- 8.8.5 A suspended member will be eligible for membership to RHLTC the following season unless the Board has imposed a permanent termination, revocation, or a multi-year suspension. In the case of a revocation or permanent termination of membership, the member is no longer eligible for membership at RHLTC.
- 8.8.6 Membership is non-transferable and membership fees are non-refundable unless approved by resolution of the Board.

9. Members' Meetings

9.1. Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Notice of all general meetings of the membership must be provided to Members at least 20 days prior to such meeting. Proposed items of business and motions for consideration at a general meeting of the membership shall be submitted in writing or via email to the Secretary no less than seven (7) days prior to the date of the meeting. Motions must be signed, or include a digital signature, by the mover and seconded by another Member.

9.2. Special Meetings

In addition to the Annual General Meeting (AGM), a special meeting of the Members may be called at any time by a resolution of the Board. The business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the Special Meeting. Notice of all special meetings of the membership must be provided to Members at least 10 days prior to such meeting.

9.3. Quorum

A quorum for the purposes of the Annual General Meeting shall be considered to be 20 Members. Proxy voting is not allowed at both Annual and Special Members' meetings.

9.4. Chair of the Meeting

The President shall be the chair of the Members' meeting. In the President's absence, the Vice

President shall chair the meeting and in the absence of the Vice President, Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.5. Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken exclusively by a show of hands among all Members;
- c. In case of an equality of votes, the President shall have a second vote or casting vote.

9.6. Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

10. Notices

10.1. Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2. Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11. Amendment of Letters Patent & By-laws

11.1. Amendments to Letters Patent and By-laws

The Members may from time to time amend the corporate Letters Patent or this By-law by a majority of the votes cast at a meeting of Members. The Board cannot amend the Corporation's Letters patent or this By-law unless specifically directed to do so by a resolution passed by the Members, by a majority of the votes cast.

12. Miscellaneous

12.1 Protection of Reserve Funds

The Board of Directors shall not commit the Corporation to expenditures that utilize designated reserve funds without reference to and approval of the Corporation's Members. Any such proposed commitment shall be submitted for approval at the AGM of the membership or a special meeting of the membership and authorized by a majority of Members present at the proceeding. The Board of Directors may change the amount of the reserve fund from year to year at the AGM by approval of the majority of the membership present.

12.2 Employees

The Board of Directors may appoint such tennis professionals, employees, and agents, as it shall deem necessary, and provide remuneration for their services.

12.3 Court Closure

The Board of Directors reserves the right to close the courts for maintenance purposes or for safety concerns.

12.4 Records

The Board of Directors shall retain at all times the following corporate records:

- a. Minutes of all meetings held by the Corporation's Members and Directors;
- b. A register of the Board of Directors;
- c. A register of Club Members;
- d. Records detailing all financial and other transactions of RHLTC;
- e. All other requirements and obligations of relevant Corporation Legislation;
- f. Agreements with the City of Richmond Hill and other organizations as necessary;
- g. A detailed and updated list of all the duties and responsibilities of each Officer and volunteer position.

12.5 New Directors

It is the responsibility of each member of the Board of Directors to familiarize themselves with these obligations and ensure that they are accordingly met. All such requirements will be made available to new Directors and Officers on initiation of their responsibilities.

12.6 No Canvassing

No Member shall canvass, solicit or exhibit any service or product of any kind whatsoever on

Club premises, or at any meeting, activity or event of RHLTC or utilize the membership directory for solicitation or canvassing for any product or service whatsoever without the approval of the Board of Directors. Violation of this policy may result in suspension or termination of membership.

13. Dissolution

13.1. Resolution

The Corporation may be dissolved by a resolution passed by a supermajority, 75% vote of the members present at a properly called meeting where there is a quorum of members, but only for one of the following reasons: in the event of insufficient funds for the Club to function, low membership, unavailable executive personnel, volunteers or like occurrence.

13.2. Notification

Members shall be advised by posting on the Club's website of the dissolution. Notification shall be given to the City of Richmond Hill.

13.3. Liquidation of Assets

The Board of Directors will liquidate and sell assets sufficient to settle all outstanding debts and obligations, in compliance with, or pursuant to, any applicable Act or Regulatory requirements necessary to affect the winding up of the affairs of the Club. Any remaining funds or equipment, subsequent to the final disposition of debts set out in this subsection, shall be given to the City of Richmond Hill to be held in trust for a period of five (5) years. During that time, the funds and equipment may be used to re-establish a not-for-profit corporation with the purpose of renewing operation of a tennis club in the same location as the Club. After 5 years, the funds and equipment must be used by the City of Richmond Hill exclusively for the promotion and facilitation of tennis in the City of Richmond Hill.

14. Rules and Regulations

14.1 Club Rules and Calendar

A static court calendar and the Rules of Conduct of the RHLTC governing such items as access to premises, court booking and general member conduct will be available on the Club's website for all Members to view as soon as practicable in the season. During the season, allocation of courts for lessons, leagues, tournaments and special events will have priority over the static court calendar.

14.2. Guests

The Club does not allow Members to reserve courts with guests, but allows members of the public to use the courts with or without a Member if they are not being used by Members and if Members are not waiting.

Enacted by the Board on the 8th day of October, 2019.