



APPLEBY TENNIS CLUB

BY-LAW #1

1.0 Introduction:

A by-law related to the conduct of affairs at the Appleby Tennis Club under the Corporations Act, Ontario and the Ontario Not For Profit Corporations Act 2010 otherwise known as the Act. The name of the Corporation is Appleby Tennis Club, also referred to as the Club. Reference shall be made to both the By-Law and the ACT for relevant legal requirements.

2.0 Definitions:

In this By-Law the following terms shall have the following meanings:

- (a) “Act” means the Not-For-Profit Corporations Act 2010 (Ontario) and, where the context requires, includes regulations made under it, as amended or re-enacted from time to time
- (b) “By-laws” means the By-Law and all other bylaws of this corporation
- (c) “Board” means the board of directors of the Appleby Tennis Club and “member of the board” shall mean a member duly elected by the Adult Members to serve on the Board
- (d) “Corporation” means Appleby Tennis Club, a not-for-profit corporation incorporated under the laws of the Province of Ontario by Letters Patent dated July 26, 1984.
- (e) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called
- (f) “Member” means a member of the Corporation.

2.1 Interpretation

All terms contained by 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

2.2 Copy of the By-Law and Constitution

Every member of the Club shall be entitled to receive an electronic copy of the By-Law and Constitution of the Club on request.

3.0 Execution of Documents and Contracts

- (a) Contracts, documents and other instruments in writing requiring execution by the Club shall be signed by the following directors:

Execution of contracts:

Maintenance – Maintenance Director and Treasurer

Telecom, Computer, Internet – VP and Treasurer

- (b) The Board shall ensure that all contracts are made at arm’s length and that any conflict of interest is

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declared and shall result in the Board member being recused from voting.

- (c) All Directors shall get prior agreement from the President and the Board before making any financial commitment for the Club
- (d) Contracts required by law to be under seal, such as long term leases and real estate transactions, may be made on behalf of the Club under the Club's seal. Contracts in writing and not required to be under seal may be signed by any director authorized to enter into contracts on behalf of the club as per 3.0 section (a).
- (e) Verbal contracts not required by law to be under seal or in writing may be entered by an director authorized to enter contracts on behalf of the Club. The Director entering the contract should clearly indicate they are acting on behalf of the Club.

4.0 Hiring of Staff

- (a) All staff shall be independent contractors and not employees. Tennis professionals including the Pro must be independent contractors. Contracted professional teaching staff shall not be Members of the Club
- (b) Interviewing of staff shall be done by the Directors to whom they report. Hiring shall be done by the President and the Vice-President. Interviewing of the Club Pro shall be done by the President, Vice-President and the Junior Program Director. Other directors may be invited by the President.
- (c) The Board shall be informed of any contractor hired and shall approve fees for all contractors.

5.0 Members

5.1 Membership Categories: The Membership Categories are as follows:

- **Family:** includes up to two adults and Juniors age 18 and under as of March 1 of the year admitted.
- **Adult:** a member over the age of 18 years as of March 1 of the year admitted
- **Couple:** two adult members.
- **Junior:** under the age of 18 as of March 1.
- **Full Time Student:** must have valid student ID.
- **Half Year Member:** a half year member will be one who has never been a member and who has paid a membership fee determined by the Board of Directors. Half year memberships will be available after August 15th of any year for new adult, junior or student members with payment of the specified fee.
- **Honourary Member:** A person who has been a long-standing member and served on the Executive / Board of Directors and contributed substantially to the Club's welfare may be nominated for an Honourary Membership by a member of the Board of Directors. The nomination will be voted on by the Board of Directors. The Honourary Membership will become effective for a lifetime. No membership dues will be required from an Honourary member.

5.2 Membership Fees:

- (a) Membership fees are due and payable upon registration.
- (b) The Board of Directors will establish a fee schedule for each year which will be posted on the website and sent to all members prior to registration.
- (c) The Board of Directors has the option to limit the total membership at any time based on current facilities.
- (d) The Board shall maintain a wait list for membership. It shall be kept in strict sequence by the date of registration.
- (e) The Board of Directors will establish a guest fee schedule for each year which will be posted at the

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clubhouse and on the website.

- (f) Every guest must be checked in by a Club Member, who is responsible for the guest payment fee. It is the responsibility of each member to ensure that his or her guest follows this procedure and pays the required fee

5.3 Termination of membership:

- (a) A member may be suspended by majority vote of the Board of Directors for any infraction of the Constitution, By-Laws or Rules of the Club, for any willful destruction of Club property or actions that cause deliberate harm. The member will be notified in writing and the suspension shall last only until the next General Meeting, unless the Board of Directors vote to expel the member for a longer period.
- (b) No cancellation or refund of dues shall be made if a member resigns before the close of the fiscal year. Where exceptional circumstances arise, a refund will be considered by the Board of Directors. A member shall submit in writing the reason for the refund.
- (c) Memberships are not transferable. Membership ceases upon the death, resignation or otherwise in accordance with the By-Laws of the Club.

6.0 Privacy

- (a) The private information of all members shall be maintained consistent with the requirements of the Privacy Commissioner. Each Member of the Club, including the Board, shall comply with all applicable privacy legislation.
- (b) The Club's registration records are kept on a secure server. Each member can only access their own records using a protected password. Access to all members records in the electronic registration system is restricted to the President, Vice-President, Membership Director and Treasurer. This access is password protected. Electronic records of past members are deleted after 5 years.

7.0 Board of Directors

7.1 Board

- (a) The Board of Directors shall manage the affairs of the club and shall exercise all such powers and do all such acts and things as shall be exercised or done by the club if not barred by the Letters Patent, Supplementary Letters Patent, By-Laws or any special resolution of the club or by statute expressly directed or required to be done by the club at a general meeting of the members.
- (b) The Board shall be responsible for the enforcement of the Constitution and By-Laws and all Club rules.
- (c) The Board will prepare a budget and establish a fee schedule, and will ensure that the fee schedule and the budget are completed prior to member registration.
- (d) The Board is responsible for ensuring all proper books and records are maintained as required by the By-Laws
- (e) The Board of Directors may establish the remuneration of the auditor.

7.2 Board Positions

- (a) Only adult members in good standing and who have at least 2 years as a Member will be eligible to be nominated to the Board. Any person who has a conviction for a criminal offence, becomes bankrupt or insolvent is not eligible for a Board position. All Board members must disclose any direct or indirect conflict of interest or prior history of expulsion from an organization.

- (b) The Board shall consist of the following positions:

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- i. President
- ii. Vice-President
- iii. Treasurer
- iv. Membership Director
- v. Adult Programs Director
- vi. Junior Programs Director
- vii. Tournament Director
- viii. Maintenance Director
- ix. Social Director
- x. Immediate Past President – ex officio member
- xi. Directors at Large
- xii. Club Pro – a Non-voting member at Board of Directors meetings.

(c) The Elected Director may create a Committee of members to assist the duties for these positions. These Committee members may be invited to attend Board of Directors meetings, but are Non-voting members at these meetings.

7.3 Election of the Board

(a) The Board of Directors shall be elected at the Annual General Meeting. Only the Past-President does not require election.

(b) The term of the Board of Directors shall be from November 1 to October 31. The terms of the board of directors are:

- i. Term of 2 years: President, VP, Treasurer, Membership
- ii. Term of 1 year: Adult Programs Director, Junior Programs Director, Tournament Director, Maintenance Director, Social Director, Directors at Large
- iii. Terms can be renewed indefinitely as is required to meet the needs of the Club.

(c) A Nominating Committee will be appointed by the Board of Directors. This will include the past president and two other general adult members. The Nominating Committee shall present a slate of candidates for election at the Annual General Meeting (AGM). The Nominating Committee shall post a list (by email and hardcopy) of the Members selected within one week of the date set for the AGM.

(d) Any member with voting privileges can nominate other nominees by giving notice in writing to the President prior to the AGM. In addition, nominations from the floor will also be accepted. Voting shall be for those nominees who have agreed to allow their names to stand.

(e) Candidates who are nominated for election to the Board of Directors must declare, before accepting the nomination, any direct or indirect conflict of interest that could affect their participation on the Board of Directors.

(f) Each adult member in good standing has one vote for each of the elected positions on the Board of Directors. Honorary Members will also have voting privileges.

(g) The election will be decided by a simple majority. Voting shall be by secret ballot or by proxy (refer to section 9 Annual General Meeting)

(h) In the event there is one uncontested Nominee for any position, the presiding officer may ask for acclamation of the nominee from the Members.

(i) The elected Directors and the ex-officio Director take office immediately upon election and will hold office until the election of a new Board of Directors at the next AGM.

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7.4 Vacancies on the Board of Directors:

- (a) The office of a Director shall be considered vacated when:
- i. a member of the Board ceases to be a member of the Club;
 - ii. a member of the Board notifies the Club in writing that he or she resigns his or her office;
 - iii. a member of the Board comes into a conflict of interest which would make them ineligible to continue on the Board;
 - iv. he or she is convicted of any criminal offence;
 - v. He or she is found by a court of law to be of unsound mind;
 - vi. He or she becomes bankrupt or suspends payment or compounds with such Director's creditors
 - vii. On the death of the member of the Board.
- (b) A vacancy in the Board of Directors shall be filled by appointment by the Board of Directors by a simple majority. The appointed Director will serve until the next Annual General Meeting. The Board of Directors may appoint up to three Directors who will become members of the Board of Directors until the next AGM.

7.5 Meetings of the Board of Directors:

- (a) Meetings of the Board of Directors may be called by the President or Vice-President of the Club.
- (b) Notice of meetings of the Board of Directors will be communicated to each Director by email or telephone at least one (1) day before the proposed meeting is to be held.
- (c) The Board of Directors will hold its meetings at the head office of the Club or elsewhere as the Board of Directors may determine.
- (d) The Board of Directors will transact the business of the Club only at meetings where a quorum of Directors is present. A quorum at an Board of Directors meeting shall consist of a majority of the Board of Directors.
- (e) The President, or in his/her absence the Vice-President, shall be the Chair of the meetings of the Board.
- (f) The Board will carry on its business by resolution moved, seconded and carried by a majority of vote. Voting will be by a show of hands, except that voting will be by ballot if a Director so requests. In the event of a tie vote at a meeting, the President shall have a second and deciding vote to break the tie.

8.0 Financial

- (a) Unless otherwise ordered by the Board of Directors, the fiscal year of the Club will terminate on the 31st of October each year.
- (b) All expenditures shall comply with the annual budget estimates prepared by the Treasurer in conjunction with the Directors prior to member registration. Estimates are subject to change and any changes must be approved by the President and Treasurer
- (c) The Treasurer, who must be one of the signing authorities of the Club, shall be bonded for \$10,000. This value to be raised by the Board of Directors, as the need arises.

8.1 Signing authority and approval:

- (a) Any amount ≥ 1000.00 requires signature of any two of: President, Vice-President, or Treasurer
- (b) If items have not been budgeted approval is required as follows:
- a. $< \$250$ requires approval by the President
 - b. $\geq \$250$ requires approval by the Board
 - c. $\geq \$25,000$ requires approval at the AGM or any General Meeting

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8.2 Records:

The Club must keep proper records of account including records of:

- (a) All money received or spent by the Club including when, where and how the money was spent or received
- (b) All sales and purchases by the Club;
- (c) All assets and liabilities of the Club, and
- (d) All other transactions affecting the financial position of the Club.

9.0 Annual General Meeting:

- (a) The Annual General Meeting will be held at the end of each playing season, the date to be set by the Board of Directors and to be no later than November 30.
- (b) All club members will be notified of the date and place of the meeting at least 1 month before the meeting and the slate of directors by the nomination committee seven (7) days before the date of the meeting.
- (c) Notification of the meeting will be by email to each member, and will be posted on the club website.
- (d) The Annual General Meeting will be held at the head office of the Club or elsewhere as determined by the Board of Directors.
- (e) Ten adult members shall constitute a quorum at any Annual General Meeting in addition to a Board of Directors quorum (majority of directors)
- (f) The Secretary will keep the minutes of all meetings

9.1 Resolutions

- (a) Any member wishing to present a resolution for consideration of the members at the Annual General Meeting, must present the resolution in writing to the Board of Directors at least fourteen (14) days prior to the date of the meeting.
- (b) A copy of the resolution will be included with the notification of the meeting
- (c) The minutes of the meeting will record whether the resolution has been carried or defeated. The members will be notified of the results of the vote in the same way as for the notification of the meeting.
- (d) Any By-Law passed by the Board of Directors is to be submitted to a General Meeting of the members for confirmation. Such a By-Law may be confirmed, rejected, amended or otherwise dealt with by a majority vote of the Adult Members in good standing, present.
- (e) Any proposed amendments to this Constitution must be submitted in writing to the President or Secretary at least ten (10) business days in advance of any General Meeting of the Club, provided such proposed amendments have been signed by three members with voting privileges. Such proposed amendments will be included in the notice of the General Meeting and will be voted on at that General Meeting and will become a part of the Constitution only if approved by a two-thirds majority of the members present with voting privileges and voting at that General Meeting.

9.2 Order of Business at the Annual meeting:

- Call to order
- Approval of the minutes of the previous Annual General Meeting.
- President's Remarks
- Business Arising out of the minutes
- Treasurer's report:
 - A financial statement which shall include a statement of profit and loss, a statement of surplus and a balance sheet for the period covered.
 - An Auditor's report if available
- Reports from the Board of Directors and Committee Chairs.
- New Business including voting on any By-Law Amendments

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- Nomination and election of Directors
- Adjournment

9.3 Chair

The president or in his/her absence the Vice-President shall act as Chair.

9.4 Voting at a General Meeting

- (a) The procedures followed will be those outlined in Roberts Rules of Order unless in direct conflict with these By-Laws.
- (b) Each member with voting privileges shall be entitled to one vote.
- (c) A majority of votes cast carries any resolution. However, a two-thirds vote is necessary to carry a special resolution or a borrowing By-Law. The Chairperson may vote on every resolution but has only one vote. In the case of a tie, the resolution is defeated.
- (d) The secretary will document within the minutes that the President or his (her) substitute has declared a resolution carried is admissible evidence as prima facie proof that the resolution passed. Unless a recorded vote is asked for, the secretary need not note the votes for or against.

9.4.1 Proxy Votes

Any member entitled to vote at a meeting of the members of the club may, by means of a proxy, appoint a person as his/her nominee to attend and act at the meeting in the manner and to the extent in which the power is conferred by the proxy. The following procedures are to be followed:

- A proxy must be in writing and signed by the member;
- A proxy must contain the date and the name of the nominee;
- A proxy may contain a revocation of a previous proxy and restrictions, limitations or instructions as to how the nominee is to vote;
- A proxy to be used at a meeting must be deposited with the President or Secretary of the Club before a time fixed by resolution of the Board of Directors, which is not to exceed 48 hours, excluding Saturdays and holidays, preceding any meeting, which must be specified in the notice calling the meeting;
- A proxy may be revoked by a written notice deposited with the President or Secretary of the Club at any time up to and including the last business day preceding the day of the meeting at which the proxy is to be used, or with the Chairman of the meeting on the day of the meeting;
- One proxy form will constitute one (1) vote and one (1) vote only;
- A proxy form must be filled out on matters concerned and these matters described on the same form;
- A proxy vote will not constitute a quorum or part thereof;
- Should a proxy vote be involved in a tie, the motion will be shelved until the next meeting;

10.0 Special General Meeting:

Special General Meetings of the Club may be called at any time by the Board of Directors.

- (a) The President shall call a Special General Meeting upon the request of fifty (50) adult members in good standing for the transaction of such business as may be specified in their request. The request(s) must state the general nature of the business to be presented at the meeting and must be signed by those members requesting the meeting.
- (b) The request(s) must be presented to the President or Secretary of the Club.
- (c) After receiving the request(s), the President is required to call a Special General Meeting within twenty-

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one (21) days to transact the business as specified in the request(s).

- (d) Notification of the meeting will be by email to each adult member, and will be posted on the club Website and at the club.
- (e) If the meeting is not held with twenty-one (21) days from the date the request was received by the Club, those who made the request may call such a meeting, which shall be held within sixty (60) days from the date the request was received by the Club.
- (f) All club members will be notified of the date and place at least seven (7) days before any Special General Meeting.
- (g) Special General Meetings will be held at the head office of the Club or elsewhere as determined by the Board of Directors.

11.0 Liabilities:

- (a) The Club will have no legal responsibility for loss or damage or injury sustained by any member, guest or visitor while using the facilities or premises of the Club.
- (b) No member will incur any indebtedness on behalf of the Club except by authority of the Board of Directors.
- (c) The Club will, as a general business practice, carry Director/Executive liability insurance for all Directors/Executive members/Employees, Staff and Ex-officio Members appointed by the Directors/Executive for Club business or special Club projects.
- (d) No Director or committee member shall be liable for the:
 - a. acts, omissions, neglects, or defaults of any other Director, committee member or employee of the Corporation.
 - b. The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
 - c. Any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
 - d. Any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person which whom any of the moneys, securities or effects of the Corporation shall be deposited;
 - e. Any loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that they complied with the Act and the Corporation's Constitution and By-Laws and exercised their powers and discharged their duties in accordance with the Act.

12.0 Borrowing:

- (a) The Directors may borrow money on the credit of the Club only after approval by at least two-thirds of the votes cast at a meeting of the members in good standing called to consider the borrowing By-Law.

13.0 Books and Records:

- (a) The Club will keep an electronic copy on a secure drive and a hardcopy at the head office of all:
 - Minutes of all meetings,
 - A copy of the Letters Patent,
 - By Laws and Constitution,
 - All resolutions,
 - A registry of Directors,
 - A registry of members

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PASSED by the Board of Directors and sealed with the Club’s seal this _____ day of _____.

President Shyam Ramachandran

Secretary Matt Tayler

The foregoing By-Law is hereby consented to by a majority of the Directors of the Club and at the AGM pursuant to the Ontario Corporations Act as evidenced by their signatures hereto:

Dated at Burlington, this _____ day of _____ 2017.

Vice Present Deb Yamamura

Treasurer Kim Groen

**Adult Program’s Director
Larry Carr**

**Junior Program’s Director
Mike O’Neill**

**Maintenance Director
Ed Margueratt**

**Maintenance Director
Bill Cassidy**

**Maintenance Director
Larry Carr**

**Tournament Director
Sasha Curgus**

**Tournament Director
Stephen Butt**

**Social Director
Sarah Locke**

**Membership Director
Deb Yamamura**