

APPLEWOOD TENNIS CLUB

Constitution and By-Laws

1. Preamble

- 1.1. The purpose of this document is to define the purpose and function of the Club and its members.
- 1.2. The Applewood Tennis Club (hereinafter, the “Club”) is a corporation without share capital incorporated in Ontario.

2. Purpose

- 2.1. The purpose of the Club is to:
 - a. Establish, maintain, and operate a facility for safe, organized tennis activities in Mississauga;
 - b. Promote the sport of tennis in recreational and competitive settings; and
 - c. Encourage a healthy and active lifestyle for Mississauga residents.

3. Operations

- 3.1. The Club is located in Kennedy Park, at or about 3505 Golden Orchard Drive, Mississauga, Ontario, Canada.
- 3.2. The Club facilities consist of six (6) tennis courts, a clubhouse, and their fixtures. The facilities are the property of the City of Mississauga (the “City”) and the rights and responsibilities inherent in ownership remain with the City at all material times.
- 3.3. The activities and operations of the Club shall be managed and directed by a Board of Directors.
- 3.4. The Club shall adhere to all applicable laws, regulations, policies, codes, and by-laws, including, without limitation, the Community Group Registry Program Policy No. 08-01-01 (the “Policy”), the *Business Corporations Act*, R.S.O. 1990, c. B.16, and the *Human Rights Code*, R.S.O. 1990, c. H.19, all as amended.
- 3.5. The Club shall be affiliated with the City of Mississauga – Recreation and Parks Department in accordance with the Policy.
- 3.6. The Club shall be operated pursuant to the Policy.
- 3.7. The Club shall be operated pursuant to any maintenance and operation agreements and pursuant to any lease agreements in force between the Club and the City.
- 3.8. The Club shall maintain and adhere to a Code of Conduct and Complaints Resolution Policy, annexed as schedules hereto.
- 3.9. The Club shall maintain a public website.

4. Board of Directors

- 4.1. The Board of Directors (the “Board”) shall consist of a minimum of 5 and a maximum of 12 elected directors.
- 4.2. At least eighty (80) percent of the Board shall be residents of Mississauga.
- 4.3. The directors shall be elected at the Annual General Meeting in accordance with Section 12.
- 4.4. A director may be appointed to any office.
- 4.5. An officer may, but need not be, a director.
- 4.6. Two or more offices may be held by the same person.
- 4.7. Each director and officer must be a volunteer and shall serve without remuneration, with the exception of reasonable expenses incurred in the performance of their duties.
- 4.8. **Description of Offices**

Unless otherwise specified by the Board, which may modify, restrict or supplement such duties and powers, the offices of the Club shall have the following duties and powers associated with their positions:

1. President
 - a. The president shall be a director.
 - b. The president shall be responsible for implementing the strategic plans and policies of the Club.
 - c. The president shall have general supervision of the affairs of the Club.
 - d. The president will preside over all meetings of the Board and general meetings of the Club. If the President is absent or is unable or refuses to act, the vice-president, shall, when present, preside at all meetings of the Board, and general meetings of the Club.
 - e. The president shall have such other duties and powers as the board may specify.
2. Vice-president
 - a. The vice-president shall be a director.
 - b. The vice-president shall have such duties and powers as the board may specify.
3. Secretary
 - a. The secretary shall be a director.
 - b. The secretary shall keep minutes of all proceedings at meetings of the Board, meeting of members, and meetings of committees of the Board.
 - c. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Club
 - d. The secretary shall have such other duties and powers as the board may specify.
4. Treasurer
 - a. The Treasurer shall be a director.

- b. The Treasurer shall be responsible for the finances of the Club.
- c. The Treasurer shall have such powers and duties as the board may specify.

The Board may designate additional offices, the powers and duties of which shall be such as the terms of their engagement call for or the Board requires of them. The Board may vary, add or limit the powers and duties of any officer. Additional offices may include, without limitation:

- 5. Facilities & Operations
- 6. Human Resources
- 7. Administration
- 8. Programming
- 9. Communications
- 10. Social Events
- 11. Tournaments
- 12. Teams

- 4.9. The Board may remove, whether for cause or without cause, any officer or director by a two-thirds (2/3) vote of the Board. Unless so removed, an officer or director shall hold their position until the earlier of:
 - a. their successor being appointed;
 - b. their resignation; or
 - c. such officer's or director's death.
- 4.10. Resignation of an officer or director must be delivered in writing and addressed to the Board.
- 4.11. If the position of any officer or director shall be or become vacant, the Board may, by resolution, appoint a Registered Member to fill such vacancy.

5. Board of Directors meetings

- 5.1. Meetings shall be called by the Secretary on the instruction of the President.
- 5.2. Notice of the time, date, and place for the holding of a Board meeting shall be given to every director not less than seven (7) calendar days before the date when the meeting is to be held by one or more of the following methods:
 - a. Personal delivery to their address;
 - b. Telephone or SMS message; or
 - c. E-mail message.
- 5.3. The notice period or method may be waived with the consent of all directors.
- 5.4. The quorum at any Board meeting shall be fifty (50) percent of directors.

- 5.5. The Board may create any number of standing committees or working groups in order to further the objectives of the Club.
- 5.6. The Board may, in lieu of a meeting, pass a resolution with the written consent of all of the directors.
- 5.7. All voting issues by the Board shall be decided on the basis of a simple majority, unless otherwise required in another clause or by-law.
- 5.8. In the case of an equality of votes, the President, in addition to an original vote shall have a second or casting vote.

6. General meetings

- 6.1. An Annual General Meeting (“AGM”) shall be held each year.
- 6.2. The Board may call additional general meetings.
- 6.3. A general meeting shall be called by the Board if they are provided a written request of ten (10) percent of Registered Members with voting rights together with their signatures, in which case, the Board shall call the general meeting to take place within thirty (30) calendar days.
- 6.4. Notice of a general meeting, including the AGM, containing the proposed date, time, and place of the meeting, shall be provided at least ten (10) calendar days before the general meeting by:
 - a. A written notice posted in a conspicuous place at the Club clubhouse; and
 - b. A notice on the main page of the Club website.
- 6.5. A quorum at a general meeting, including the AGM, shall be 10 voting members.
- 6.6. Any issues requiring a vote at a general meeting shall be decided by a vote by a show of hands of all voting members. In the case of an equality of votes, the President, in addition to an original vote shall have a second or casting vote.
- 6.7. Proxies shall not be permitted at any general meeting, including the AGM.
- 6.8. General meetings, including the AGM, may be held virtually using teleconferencing or videoconferencing software approved by the Board.

7. Finances

- 7.1. The Club’s fiscal year shall be from January 1 to December 31.
- 7.2. The Board shall be responsible for the financial matters of the Club and shall manage them in the best interests of the Club.
- 7.3. The Board shall not dispose of any Club assets with a value of \$10,000 or more without a two-thirds (2/3) majority vote of the Board.
- 7.4. The Board shall not borrow or finance a project which cannot be paid for in the current financial year, without a two-thirds (2/3) majority vote of the Board.

- 7.5. The Board may enter into contracts or purchase goods or services on behalf of the Club in the ordinary course of the year as authorized at a Board meeting.
- 7.6. Directors or officers may purchase goods or services on behalf of the Club as authorized by the Board.
- 7.7. Deeds, transfers, assignments, contracts, agreements, obligations, cheques, and other instruments in writing requiring execution by the Club may be signed by any two (2) of its directors. The Board may direct the manner in which and the person or persons by whom a particular document may be executed.

8. Membership

- 8.1. Any individual may apply to become a member of the Club by submitting a completed registration form and paying an annual fee.
- 8.2. The registration form may be electronic.
- 8.3. The registration form shall require that the individual agree to comply with the laws, regulations, policies, by-laws, rules, and codes of the Club and of the City.
- 8.4. An individual whose membership application is approved shall be a Registered Member.
- 8.5. Registered Member status shall automatically terminate on March 1st following the registration year or pursuant to Section 10.
- 8.6. Approval of every membership application is subject to the sole discretion of the Board.
- 8.7. The Board may reject a membership application on the basis of:
 - a. non-payment of fees;
 - b. non-residency in the City of Mississauga;
 - c. violation of a provision of an article, by-law, regulation, rule, code, or policy of the Club;
 - d. violation of a provision of an article, by-law, regulation, rule, code, or policy of the City; or
 - e. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose or objectives of the Club.
- 8.8. Every Registered Member that is eighteen (18) years of age or older is a voting member and entitled to vote at any general meeting and the AGM.
- 8.9. Registered Members shall agree to abide by the articles, by-laws, regulations, rules, codes, and policies of the Club and of the City, including, without limitation, the Code of Conduct and the *Human Rights Code*.
- 8.10. Annual membership fees shall be set by the Board.
- 8.11. Annual membership fees are non-refundable and non-transferable.

- 8.12. At least eighty (80) percent of Registered Members must be residents of the City of Mississauga.
- 8.13. The Board shall ensure that there are more Registered Members than directors.
- 8.14. The Board may limit the total number of Registered Members.

9. Categories of Registered Members

- 9.1. An individual may apply as:
 - a. An Adult Member, if they are at least eighteen (18) years of age as of January 1st in the registration year.
 - b. A Junior Member, if they are less than eighteen (18) years of age as of January 1st in the registration year.
- 9.2. A group of individuals may apply for a Family Membership, which consists of:
 - One (1) adult, OR, two (2) adults that are married or in a common law relationship;
AND
 - Their dependent(s) that reside at the same address at the time of registration and are less than eighteen (18) years of age as of January 1st in the registration year.

10. Discipline of Members

- 10.1. The Board shall have the authority to suspend or terminate the status of any Registered Member for any one or more of the following grounds:
 - a. violation of any provision of the articles, by-laws, regulations, rules, codes, or policies of the Club;
 - b. carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion;
 - c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose or objectives of the Club.
- 10.2. In the event that the Board determines that a Registered Member should be terminated or suspended from membership in the Club, the President, or such other officer as may be designated by the Board, shall provide twenty (20) calendar days' notice of suspension or termination to the Registered Member and shall provide reasons for the proposed suspension or termination.
 - a. The Board may restrict or revoke the Registered Member's access to the Club during and after such twenty (20) day period.
 - b. The Registered Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.
 - c. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed

to notify the Registered Member that their membership is suspended or terminated.

- d. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Registered Member concerning such final decision within a further twenty (20) calendar days from the date of receipt of the submissions.

10.3. The decision of the Board shall be final and binding, without any further right of appeal.

11. Conflict of Interest

11.1. Whenever a director or officer has, or suspects they may have, a financial or personal interest in any matter coming before the Board, and there is a substantial risk that the director's or officer's duties and obligations to the Club would be materially and adversely affected by such interest, the director or officer shall:

- a. fully disclose the nature of the interest to the Board; and
- b. withdraw from discussion, lobbying, and voting on the matter.

11.2. Any transaction or vote involving a potential conflict of interest shall only be approved by the Board when a majority of disinterested directors determine that it is in the best interest of the Club to do so.

12. Election

12.1. The election of directors shall take place at the AGM.

12.2. The election shall be conducted by a secret ballot vote of voting members. Proxy votes shall not be permitted.

12.3. Election of a director shall require a majority of votes.

12.4. Any Registered Member may be nominated for election as a director, provided that the nominee:

- 1. Is at least eighteen (18) years of age and of sound mind;
- 2. Is a Registered Member of the Club in the sixty (60) calendar days prior to the election; and
- 3. Submits a written nomination form to any current director, consisting of the nominee's:
 - a. Full name;
 - b. Address;
 - c. Email;
 - d. Phone number; and
 - e. Statement of Interest.

A current director is not required to submit a written nomination form for re-election in a consecutive year.

- 12.5. The duties of a director begin when they are elected.
- 12.6. Any former director shall only be responsible for instituting any administrative or legal changes for thirty (30) calendar days following the appointment of their successor, their resignation, or their removal.
- 12.7. A former director shall not take any actions binding upon the Club without the express written instruction of the Board, except where an omission would result in a breach of an article, policy, law, by-law, regulation, policy, or code of the Club or the City.

13. Amending Formula

- 13.1. The Board may not make, amend, or repeal any by-laws that regulate the activities or affairs of the Club without having the by-law, amendment or repeal confirmed by the voting members by resolution. The by-law, amendment or repeal is only effective on the confirmation of the voting members and in the form in which it was confirmed.
- 13.2. Amendment of this document and its provisions must be done by a resolution at a general meeting.
- 13.3. Notice of the proposed resolution shall be provided at least thirty (30) calendar days before the meeting by:
 - a. A written notice posted in a conspicuous place at the Club clubhouse; and
 - b. A notice on the main page of the Club website.
- 13.4. Each notice shall state:
 - a. the date, time and place of the meeting; and
 - b. the proposed amendments.
- 13.5. A vote shall be conducted, if quorum is met at the meeting, by secret ballot of all voting members present at the meeting.
- 13.6. The resolution will be confirmed by a two-thirds (2/3) majority of votes.

14. Dissolution Statement

- 14.1. Upon dissolution of the Club, the net assets after payment of all debts shall be transferred to the City to be held in trust for at least ten (10) years for use to establish a new tennis club or facility that would serve the same geographical area. After ten (10) years, the funds may be used by the City at its discretion for tennis court improvements in Mississauga.

15. Indemnity

- 15.1. The Club shall indemnify and hold harmless each person who has served at any time as an officer or director of the Club against all claims, demands, losses, causes of action, damages, lawsuits, judgments, including, without limitation, legal fees, fines, or penalties, reasonably incurred by or imposed upon such person in connection with any

action, lawsuit or proceeding in which they may become involved by reason of their service in such capacity. The indemnification provided shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

15.2. No amendment or repeal of a provision which adversely affects the right of an indemnified officer or director under this section shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

16. Miscellaneous

16.1. The invalidity or unenforceability of any provision of the Constitution or its schedules shall not affect the validity or enforceability of the remaining provisions.

16.2. The accidental omission to give any notice to any Registered Member, director, or officer, or the non-receipt of any notice by any such person where notice has been provided in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

16.3. Any provisions with respect to meetings shall be interpreted to allow virtual meetings by way of teleconference or videoconference.