

**NORTH YORK WINTER TENNIS CLUB
BY-LAWS**

REVISED DECEMBER 8, 2020

NORTH YORK WINTER TENNIS CLUB

BY-LAW NUMBER 1 INDEX

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NORTH YORK WINTER TENNIS CLUB BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of the North York Winter Tennis Club.

BE IT ENACTED as a by-law of the North York Winter Tennis Club as follows:

Section One - Interpretation

1.01 Definitions. In the by-law and all other by-laws and special resolutions of the North York Winter Tennis Club, unless the context otherwise requires:

Club means the North York Winter Tennis Club, a corporation incorporated under the laws of Ontario;

Board means the board of directors of the club;

Director means a member of the board whether elected or appointed ex-officio.

Dues and fees means the dues and fees payable annually or monthly by members of the club as established by the board from time to time;

1.02 Variations in Number and Gender. Words indicating the singular include the plural and vice versa; words indicating the masculine gender include the female and neuter genders; and words indicating persons include individuals, bodies corporate and unincorporated organizations.

1.03 Remote Board and Membership Meetings. The Existing By-Law of the North York Winter Tennis Club (hereinafter "Club") provides in Section 4 therein that a general meeting of members may be called at a time, place and date determined by the Board, or called by the Members as the case may be. For greater clarity, such meetings may be held remotely using telephonic, video conferencing or other electronic means if and when the need arises as determined by the Board.

1.04 Remote Meetings of the Board. If decided by the majority of the Board of Directors, any or all Board meetings may be held remotely using telephonic, video conferencing or other electronic means at a date, time and place as directed by the President of the Board.

Section Two - Business of The Club

2.01 Purpose. The Club shall provide covered tennis facilities suitable for Winter Tennis and may also provide covered facilities suitable for year-round tennis. The Club shall promote the sport of tennis generally in the North York community in accordance with the aims and objectives of the North York Tennis Association.

2.02 Head Office. The head office of the Club shall be located within the City of Toronto, North York Division, in the Province of Ontario, as determined by the Board.

2.03 Seal. The corporate seal of the Club shall be in the form impressed on this by-law.

2.04 Financial Year. The financial year of the Club shall end on the 30th day of June in each year or as determined by the Board.

2.05 Banking Arrangements. The banking business of the Club shall be transacted with such chartered bank and/or other financial institution as may from time to time be designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize. The intent of any investment by the Board is to be of a conservative nature with little to no risk of the principal. There shall be an investment committee appointed by the board to

review investments annually and report to the board. The committee will be composed of the Treasurer (chair) and two directors.

2.06 Execution of Instruments. Assignments, certificates, contracts, deeds, obligations, transfers and other instruments shall be signed on behalf of the Club by any two officers or any one officer and the Manager, or by such Directors as the Board may designate, direct or authorize from time to time by resolution and the corporate seal shall be affixed to such instruments as required by same.

Cheques shall be signed by two persons: either two Directors authorized annually by the Board, or a duly authorized Director and a staff person authorized annually by the Board.

2.07 Borrowing and Securities. The Board on behalf of the Club may from time to time;

- a) borrow money on the credit of the Club;
- b) issue, sell or pledge debt obligations of the Club;
- c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Club, including book debts, rights, powers, franchises and undertaking, to secure any debt or liability of the Club.

2.08 Financial Reserves. The Club shall out of its revenue annually, appropriate sufficient funds for the replacement and repairs of its air supported structures, machinery, furnaces, equipment, buildings and courts as deemed necessary and sufficient by the Board.

The Club may set aside further reserves for other purposes as determined and approved by the Board.

2.09 Dissolution. In accordance with the provisions of the Letters Patent of the Club, in the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of firstly to the North York Tennis Association, and if this shall not be possible then to organizations the objects of which are beneficial to the sport of tennis. The Club shall notify the City of Toronto of any such dissolution.

SECTION THREE - MEMBERSHIP OF THE CLUB

3.01 Membership. The membership shall consist of the applicants for the incorporation of the Club and such other individuals as are admitted as members by the Board or individuals acting on behalf of the Board. There shall be two categories of membership:

- i) **Adult Members**, being persons aged eighteen or over as of October 1st of the current year, or such other date as the Board may determine from time to time, who shall be entitled to one vote per member at all meetings of members of the Club;
- ii) **Junior Members**, being persons under the age of eighteen as of October 1st of the current year, or such other date as the Board may determine from time to time, who shall not be entitled to vote at, but shall be entitled to notice of, and to attend all meetings of members
- iii) The Club shall accept applications for memberships from any resident and/or taxpayer of the City of Toronto provided the applicant complies with the rules and regulations established by the Club. The Club shall offer membership renewal to previous year's members in good standing in the subsequent year prior to accepting names of new members. In the case of new memberships, applications from City of Toronto residents shall be given priority over any applications from non-residents.
- iv) The Club shall accept applications for memberships until the membership has been closed. At such time, a waiting list shall be established. The Club shall notify the North York Division Director in writing prior to membership being closed and a waiting list being established. The waiting list shall be kept in strict sequence by the date the application is received and shall be available upon request.

Each member shall promptly be informed by the Club of his or her admission as a member of the applicable class and of the dues and fees payable by such member from time to time.

3.02 Playing Privileges. Members, having paid all current dues, and upon payment of applicable fees as prescribed from time to time, shall be entitled to playing privileges and the use of the Club facilities for the period from mid- October of the current year until mid-April of the subsequent year. If the Club operates year-round facilities, the Club may charge court fees for use of the facilities from mid-April to mid-October.

3.03 Termination or Suspension of Membership. Membership may be suspended or cancelled by a majority vote of the Board for non-compliance with this by-law or any other rules or regulations of the Club approved by the Board from time to time. In such event the Club shall notify such member in writing of the reason for suspension or cancellation and the member may appeal such a decision to the Board by written submission with the right to appear before the Board at the meeting at which the appeal is to be considered.

Members may resign their membership by notice in writing which shall be effective upon acceptance thereof by the Board. In the event that any refund of the balance of membership dues is applicable, any fees outstanding from the retiring member shall be deducted from the refund before payment to the member. The club may also deduct an administrative fee on any refund of dues.

Any member who has resigned or whose membership has been suspended or cancelled, shall remain liable for payment of all outstanding fees, debts and obligations to the Club.

3.04 Dues. Dues are payable annually for membership of the Club and shall be as determined from time to time by resolution of the Board with respect to each category of membership. Dues shall be paid, in advance, no later than the 1st day of May in each year and any member in default of payment fifteen days thereafter shall thereupon automatically cease to be a member of the Club, but any such member may, on payment of the unpaid Dues, be reinstated provided that the Club has not reached its maximum membership complement at the time reinstatement is requested.

3.05 Fees. Fees are the amounts, as determined by resolution of the Board from time to time, which are payable by each member in respect of playing privileges and use of the Club's facilities. Fees are payable when billed, and if not so paid the Club may suspend the membership of the member in default, but any suspended member may be reinstated on full payment of all unpaid fees. In the case of a member's severe delinquency in payment, the Board, by a majority vote, may terminate the membership of such member who may thereafter only be reinstated with the approval of the Board.

SECTION FOUR - MEETINGS OF MEMBERS

4.01 Annual Meetings. The annual meeting of members shall be held before the end of each calendar year in the City of Toronto, North York Division at a time, place and date determined by the Board.

4.02 General Meeting. The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

4.03 Agenda. The agenda of an annual meeting shall include:

- (a) Report of the President
- (b) Report of the Treasurer and Audited Financial Statements
- (c) Appointment of Auditor
- (d) Manager's Report
- (e) Election of Directors

4.04 Notices. Notice of an annual or general meeting including an agenda shall be sent to each member not less than 21 days before the time fixed for the holding of such meeting.

4.05 Persons Entitled to Be Present. The persons entitled to be present shall be the members in good standing, management staff, the auditor, and any other person invited with the consent of the Board.

4.06 Quorum. For the transaction of business at any meeting of members, the quorum shall be ten voting members in person or by proxy.

4.07 Right to Vote. Each voting member in attendance or his duly appointed delegate by proxy shall have a vote at any annual or general meeting provided that all dues or fees if any then payable are paid and the person is in good standing. Such proxies may be represented by Electronic Proxies and in such manner as the Chairman shall direct. Proxy forms must be deposited with the Manager prior to the meeting.

4.08 Voting Procedure. At all meetings of members every question shall be decided by a majority of the votes of voting members present in person or represented by proxy unless otherwise required by the by-laws of the Club, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a voting member. Upon a show of hands, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

If a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a casting vote only.

4.09 Scrutineers. At each meeting of members, Scrutineers may be appointed by a resolution of the meeting or by the Chair with the consent of the meeting.

4.10 Adjournments. Any meeting of the Club or of the Directors may be adjourned at any time, and from time to time and business may be transacted at an adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any adjournment. Adjournment may be made notwithstanding that no quorum is present.

SECTION FIVE - BOARD OF DIRECTORS

5.01 Board of Directors. The Board shall consist of between six and eight Directors. A person to be elected or appointed as director is qualified provided, he is a member in good standing of the North York Winter Tennis Club, is at least 18 years of age with power under law to contract. At the discretion of the board, vacancies in the board occurring at other times may be filled for a term which expires at the next annual general meeting of members, from among the full members of the club, or the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

The immediate Past President of the Club shall, while holding such office, be an ex officio Director and shall be entitled to notice of and to attend all meetings of the Board and shall be entitled to vote thereat. The remaining five to seven Directors shall be elected to hold office until the first annual meeting after they shall have been elected or until their successors have been duly elected and qualified.

Each elected Director shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member in good standing.

The Members of the Club may by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the

expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

5.02 Indemnification. The Club hereby consents that every Director, Officer or staff person in his capacity as Director, Officer or both, as well as staff persons and their heirs, executors, administrators and estate and effects, respectively, from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever which such person may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him in or about the execution of the duties of his office, except such costs, charges and expenses as are occasioned by his own wilful neglect or default.

The Club shall purchase and maintain insurance for the benefit of any Director, Officer or staff person in his capacity as Director, Officer or staff person referred herein against the liabilities referred to in this section

5.03 Vacation of Office. The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) A receiving order is made against him, or he makes an assignment under the Bankruptcy and Insolvency Act
- b) An order is made declaring him to be a mentally incompetent person or incapable of managing his affairs:
- c) He is removed from office by resolution of voting members as provided above.
- d) He resigns his office by notice in writing to the President, and such resignation, if not effective immediately, becomes effective in accordance with its terms.

5.04 Vacancies, Board of Directors. Vacancies on the Board shall be filled by the Board in accordance with Section 5.01.

5.05 Quorum and Meetings, Board of Directors.

A majority of the Directors entitled to vote shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present.

Board meetings may be formally called by the President or any Vice-President, or by the Secretary on direction in writing of two Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours before the time when the meeting is to be held, in accordance with Section 8.01.

The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The Board may appoint in advance a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Board meeting may also be held, without notice, immediately following the annual meeting of the Club.

The Directors may consider or transact any business either special or general at any meeting of the Board.

5.06 Powers and Responsibilities Of The Board The board may exercise all such powers and do all such things as may be exercised or done by the club under its by-laws, its Letters Patent, and the Act.

The board may, from time to time, make rules in respect of the conduct of members and guests and the use of the club's facilities.

5.07 Agenda of Business at Board Meetings. At each meeting of the Board, the Board shall receive and review the minutes of the last meeting of the Board, and in addition shall receive reports from the President and Treasurer, and from such other Officer or staff person of the Club as the Board shall determine and shall transact such other business as may properly come before the meeting.

5.08 The Chair. At each meeting of the Board, the President shall act as the Chair. If the President is unable to attend the meeting, he shall appoint a Vice-President to act as the Chair and advise the Manager of such an appointment.

If no Vice-President has been appointed, then the Directors present at the meeting shall choose one of their number to be the Chair.

5.09 Errors in Notice, Board of Directors. No error or omission in giving the required notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

5.10 Voting, Board of Directors. Matters arising at any meeting of the Board shall be decided by a majority of votes cast, excluding the Chair. In case of an equality of votes, the Chair, shall have a casting vote.

All votes at any such meeting shall be taken by ballot if so, demanded by any Director present, but if no such demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without further proof thereof and without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.11: In Lieu Of Reimbursement to Directors for travelling and other expenses properly incurred in connection with such office, the Club may offer Directors a free annual membership in the Club. Nothing herein contained shall, however, preclude any Director from serving the Club in any other capacity and receiving remuneration, therefore.

5.12 Proxies. A Director may not be represented by proxy at meetings of the Board of Directors but his views, if submitted in writing, shall be presented at the meeting.

5.13 Honorary Directors. The Board may from time to time appoint one or more Honorary Directors for such term as the Board shall determine. Honorary Directors shall be entitled to notice of and to attend all meetings of the Board but shall not be entitled to vote thereat. Honorary Directors shall not be Directors of the Club and shall therefore have none of the liabilities or duties of a Director. The President of the NYTA shall be appointed an Honorary Director.

5.14 Conflict of Interest. A Director must declare a conflict of interest on any matter or discussion where he may have a vested personal interest or any interest which may be in conflict with the policies or decisions of the Board. If in a situation the Chair decides that such a conflict exists, the Chair may request the Director to leave the meeting for the duration of the discussion of the issue.

SECTION SIX - NOMINATION OF OFFICERS AND DIRECTORS

6.01. Nominations Of Directors. There shall be at all times a nominating committee consisting of a chair, appointed by the board (the immediate past-president if available) and two other members of the board appointed by the chair in consultation with the president. The nominating committee shall meet as often as required or at the call of any one of its members to consider persons for election to the board of the club.

The names of persons nominated by the nominating committee for election shall be presented to the board for approval prior to the general meeting and upon approval, their names shall be provided to the members as candidates standing for election approved by the nominating committee.

Any Member of the Club in Good Standing whether selected by the nominating committee or not, may stand for election to fill any vacancy on the board upon submitting a nomination form signed by 25 members of the club and accompanied by the written consent of the nominee.

All nominations shall be delivered to the secretary of the club not less than 15 days before the annual meeting of members.

6.02 Other Committees. The Board may at any time and from time to time establish committees to advise and report to the Board on specific matters. Members of a committee so established may be Board members or other persons designated at the pleasure of the Board.

6.03 Quorum of Committees. Unless otherwise ordered by the Board, each committee shall have power to fix its quorum at not less than the majority of its members and to regulate its procedures.

6.04 Removal of Directors. The members of the club may upon resolution passed by at least two-thirds of the vote cast at a meeting of members, of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office, and may, by a majority of votes cast at that meeting, elect any full member in that director's stead for the remainder of that director's term.

SECTION SEVEN - OFFICERS AND EMPLOYEES OF THE CLUB

7.01 Officers The following persons shall be the Officers of the Club; the President, two Vice-Presidents, the Treasurer and the Secretary and such other Officers as the Board may from time to time determine. The Officers shall be elected by the Board from its members at the first Board meeting after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

In the election of officers, the President shall, at the time of his initial election be a member in good standing of a North York Tennis Association Community Club

Any Officer other than the President may hold more than one office.

7.02 Vacancies. If one of the offices of the Club becomes vacant, however caused, such vacancy shall be filled by the Board as defined in Section 5.01.

7.03 Term of Office. An Officer elected by the Board shall hold office at the pleasure of the Board.

7.04 Books and Records. The Directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law are regularly and properly kept.

7.05 Employees. The Board shall appoint as an employee of the Club a Manager, who is charged with the day-to-day operation of the Club, subject to the supervision of the President or the Board. The hiring of other full or part-time employees shall be the responsibility of the Manager, subject to approval of the Board at its pleasure.

7.06 Term of Employment. The Board may remove at its pleasure any employee of the Club without prejudice to such employee's rights under any employment contract.

7.07 President. The President shall, when present, preside at all meetings of members, or of the Board and shall appoint committees on behalf of the Board not otherwise provided for in this by-law.

The President shall be charged with the general supervision of the operations of the Club and is an ex-officio member of all committees except the Nominating Committee of the Club. In the absence of the President, the duties of the President will be taken by a Vice-President who shall be nominated by the President and failing such nomination the Board shall make the election.

7.08 Vice Presidents. A Vice-President shall perform such duties and exercise such powers as the President may from time-to-time delegate to him or as the Board may describe. During the absence or inability of the President his duties may be performed, and these powers may be exercised by one of the Vice-Presidents, as determined by the Board. If a Vice-President exercises any duties or powers of the President, the absence or inability of the President shall be presumed with reference thereto.

7.09 Treasurer. The Treasurer shall oversee all financial operations of the club; shall ensure that full and accurate books of accounts are kept; shall present a budget and financial statements to the Board as required from time to time; shall ensure the audit of the books by an Auditor appointed at the last annual general meeting of the Club and shall perform such other duties as may from time to time be prescribed by the Board.

7.10 Secretary. The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings; and shall give all notices and directions required to be given to members and perform such other duties as may from time to time be determined by the Board.

SECTION Eight -Notices

8.01 Method of Giving. Any notice, communication or other document to be given by the Club to a Member, Director, Officer, or Auditor of the Club under any provision of the letters patent or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if mailed by prepaid post in a sealed envelope addressed to him at his last address shown on the records of the Club, or if sent by electronic communication.

The Manager may change the address on the records of the Club of any Member in accordance with any information believed by him to be reliable. A notice, communication or document shall be deemed to have been given when it is delivered personally or at such changed address. Any notice, communication or document so mailed shall be deemed to have been given after four working days of being deposited in a post office or public letter box; notice by other communication, electronic or otherwise shall be deemed to have been given the day following the sending of such notice. Any notice, communication or other document to be given to the Club shall be sufficiently given if delivered by mail, after four working days of being deposited in a post-office or public letter box or if by other communication, electronic or otherwise, the day following the sending of such notice.

8.02 Computation of Time. In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

8.03 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer or Auditor, or the non-receipt of any notice by any Member, Director, Officer, or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Enactment of And Amendment to By-Laws. A by-law and a repeal, amendment or re-enactment thereof shall not be effective until it is passed by the Board at a meeting of the Board and confirmed, with or without variation, by a majority of the votes cast at a general meeting of Members.

ENACTED this 8th day of December 2020

WITNESS the corporate seal of the Club.

(Corporate Seal)

President _____
SIGNED BY Todd Archibald

Secretary _____
SIGNED BY Sue Kormendy