

**The Constitution  
And  
By-Laws  
Of the  
Whitby Tennis Club**

## Constitution

### Name:

This club will be called the Whitby Tennis Club. The Club is incorporated as a not-for-profit corporation.

### Purpose:

The Whitby Tennis Club is dedicated to providing programs and instruction at affordable prices to meet the needs of its members. The WTC provides and promotes a variety of activities while promoting a friendly, fun and respectful environment.

### Membership:

Any person who is interested in the purpose of the Club, and who agrees to abide by the Constitution, By-Laws and all Rules of the Club, will be eligible for membership. All members, guests, visitors and paid staff will abide by the Constitution, By-Laws and all Rules of the Club.

### Executive:

The Club Executive will consist of:

1. President (Chair)
2. Vice President (Co-Chair)
3. Treasurer
4. Membership Director
5. Social Director
6. Junior Development Director
7. Secretary
8. Communications Director

The Executive members will be elected every two years by the members of the Club. If there is any vacancy on the Executive of the Club, the Executive will appoint a replacement who will serve only until the next Annual General Meeting, at which time an election will be held to fill the vacancy.

### Liabilities:

The Club will have no legal responsibility for loss or damage or injury sustained by any member, or guest while using the facilities or premises of the Club.

- No member will incur any indebtedness on behalf of the Club except by authority of the Executive Officers.
- No member of the Club will be personally liable as a partner or otherwise under this agreement.

### Amendments:

Any proposed amendments to this Constitution must be submitted in writing to the Club Executive at least 14 days in advance of the Annual General Meeting of the Club, provided such proposed amendments have been signed by no less than 5% of the members of the Club with voting privileges.

A by-law relating generally to the conduct  
of the affairs of  
**9655581 Canada Association (Whitby Tennis Club)**  
(the "Club")

**BE IT ENACTED** as a by-law of the Club as follows:

**1. Execution of Documents**

Contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of its executives. In addition, the board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

**2. Financial Year**

The financial year end of the Club shall be December 31 in each year.

**3. Banking Arrangements**

The banking business of the Club shall be transacted at such a bank or other corporations in Canada or elsewhere as the executive may designate, appoint or authorize from time to time by executive vote. The banking business or any part of it shall be transacted by an executive of the Club and/or other persons as the executive may by executive vote from time to time designate, direct or authorize.

**4. Annual Financial Statements**

The Club shall, upon request, send to the members a copy of the annual financial statements and other documents as presented at the Annual General Meeting.

**5. Membership Conditions<sup>1</sup>**

Membership in the Club shall be available only to individuals interested in furthering the Club's purposes and who have been accepted into membership in the Club in such a manner as determined by the executive.

**6. Notice of Members Meeting<sup>1</sup>**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote by electronic communication during a period of at least 21 days before the day on which the meeting is to be held.

**7. Members Calling a Members' Meeting**

The Executive shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the Executive does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

### **8. Discipline of Members**

The Executive shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a. violating any provision of the by-laws or written policies of the Club;
- b. carrying out any conduct which may be detrimental to the Club as determined by the Executive in its sole discretion;
- c. for any other reason that the Executive in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.

In the event that the Executive determines that a member should be expelled or suspended from membership in the Club, the president, or such other officer as may be designated by the Executive, shall provide notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Executive, in response to the notice received within a 20 day period. The Executive will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within 20 days from the date of receipt of the submission. The Executive's decision shall be final and binding on the member. The Executive reserves the decision to refund membership and programs fees at its own discretion.

### **9. Termination of Membership**

A membership in the Club is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated through executive vote;
- c. the member's term of membership expires; or
- d. the Club is liquidated and dissolved under the Act.

### **10. Effect of Termination of Membership**

Upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

### **11. Proposals at Members' Meetings**

Any proposal, including nominations for the election of executive(s), must be signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented. The proposal shall be provided to the Executive in writing not less than 14 days before the meeting.

#### **12. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, which includes members 18 years and older, and any other person entitled or required under the Act or by-laws of the Club to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting.

#### **13. Chair of Members' Meetings**

In the event that the chair and the vice-chair of the executive are absent, the executive who are present shall choose an executive to chair the meeting.

#### **14. Quorum at Members' Meetings**

A quorum at any meeting of the members shall be 2% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **15. Votes to Govern at Members' Meetings**

At any meeting of members, the outcome of every proposal should be determined by a majority of the votes cast on the proposals. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **16. Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

#### **17. Number of Executive**

The Executive shall consist of eight members.

#### **18. Term of Office of Executive**

The Executive shall be elected to hold office for a term of two years following the election.

#### **19. Calling of Meetings of the Executive**

Meetings of the Executive may be called by the president, the vice-president or any two executive members at any time.

#### **20. Notice of Meeting of the Executive**

Notice of the time and place for the holding of a meeting of the Executive shall be given not less than seven days before the meeting is to be held. Notice is not required if all the members of the executive are available to attend the meeting.

#### **21. Votes to Govern at Meetings of the Executive**

At all meetings of the Executive, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **22. Committees of the Executive**

The Executive may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate with such powers as the Executive shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive may from time to time make. Any committee member may be removed by an executive vote.

#### **23. Conflict of Interest**

A member is in a conflict of interest when there is the potential to favour personal interests, or those of other people, over the interests of the Club. A member who is in any way directly or indirectly interested in a contract or transaction, or a proposed contract or transaction, with the Club shall make the disclosure to the Executive. No such member shall attend the portion of the meeting that discusses or votes on any proposal to approve any such contract or transaction.

#### **24. Invalidity of any Provisions of this By-law**

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.

#### **25. Club Programs**

The Executive and its appointed officers shall run the Club's programs and events at its sole discretion and as it deems appropriate in line with the purpose of the Club.

#### **26. Proxy<sup>1</sup>**

A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements and such proxy shall be delivered to the Secretary (by email or otherwise) not later than two days prior to the commencement of the meeting;

(a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(b) a member may revoke a proxy by emailing the Secretary no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

(c) a proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, and to vote at the meeting;

(d) a proxyholder shall be entitled to hold only one proxy and may exercise rights in respect of such proxy in addition to any rights he or she may have as a member of the club.

## **27. By-laws and Effective Date<sup>1</sup>**

Subject to the articles, the Executive may, by executive vote, make, amend or repeal any by-laws that regulate the activities or affairs of the Club. Any such by-law, amendment or repeal shall be effective from the date of the executive vote until the next meeting of members where it may be confirmed, rejected or amended by the members by vote. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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<sup>1</sup> Changes to this by-law can only be made by a special resolution. A special resolution is a resolution that is passed by a majority of not less than two-thirds of the votes cast by the members present at the meeting.