



# **EDENBRIDGE TENNIS CLUB BY-LAWS**

By-Law No. 1

Monday, October 1, 2018.

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## HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

## BOARD OF DIRECTORS

2. The affairs of the Corporation shall be managed by a Board of seven (7) directors. Members may by two-thirds (2/3) majority vote at any meeting to increase the number of directors.
  - a. Every director shall be nineteen (19) years or more years of age; be in good financial standing (i.e. no undischarged bankruptcy).
  - b. Each director shall be elected to hold office until his/her successor shall have been duly elected and qualified. To ensure continuity, board tenures will be such that each year, at least one-third (1/3) of all directors will be retired but shall be eligible for re-election if otherwise qualified. No director shall serve more than three consecutive years without having been duly elected. The president and vice-president shall not have a tenure ending the same year.
  - c. The election shall be by ballot, proxy and/or by electronic submission.
  - d. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director(s) before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.
  - e. The Corporation may, from time to time, adopt a Code of Conduct for its directors and require the directors to adhere to the Code of Conduct.

## VACANCIES, BOARD OF DIRECTORS

3. Vacancies on the Board of Directors, however caused may, so long as a quorum of directors elected by members remain in office be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual general meeting (AGM) of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors as originally elected by members, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. The total number of directors appointed to fill vacancies cannot exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of the members.
  - a. A director ceases to hold office when the director reaches the end of their tenure (retires), dies, resigns, is removed in accordance with Section d or becomes disqualified under Section a.
  - b. A resignation of a director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later.

## QUORUM AND MEETINGS, BOARD OF DIRECTORS

4. A majority of the number of directors elected by members shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings when and where the board determines. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting be held in their absence.
  - a. Directors' meetings may be formally called by the President, or Vice-President, or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than two days before the meeting is to take place.
  - b. The statement of the Secretary, or Vice-President, or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.



- c. The Board may appoint a day(s) in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent.
- d. Directors' meetings may also be held without notice, immediately following the Annual General Meeting of the Corporation.
- e. The directors may consider or transact any business either special or general at any meeting of the board.

## **ERRORS IN NOTICE, BOARD OF DIRECTORS**

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice or any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **VOTING, BOARD OF DIRECTORS**

6. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair in addition to his/her original vote shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no 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 prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
  - a. A director who disagrees with the vote, may request that his/her dissent be recorded in the minutes. In the absence of the President, his/her duties may be performed by the Vice-President or such other director as the board may from time to time appoint for that purpose.

## **POWERS**

7. The Board of Directors of the Corporation shall manage or supervise the management of the activities and affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

## **REMUNERATION OF DIRECTORS**

8. The directors shall receive no remuneration for acting as such.

## **OFFICERS OF THE CORPORATION**

9. There shall be a President, a Vice-President, a Secretary and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time.
  - a. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the board post the role becoming vacant due to reasons outlined in a.
  - b. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.



## DUTIES OF PRESIDENT AND VICE-PRESIDENT

10. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors as Chair. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation on behalf of the Board. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## DUTIES OF SECRETARY

11. The Secretary shall be ex officio clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall keep a clear and up-to-date record of membership. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Corporation (if one exists) and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may be determined from time to time by the Board of Directors.

## DUTIES OF TREASURER

12. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall administer the disbursement of funds on behalf of the Corporation under the direction of the Board of Directors, and approvals of President and Vice-President, taking proper vouchers. The Treasurer shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

## DUTIES OF OTHER OFFICERS

13. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## EXECUTION OF DOCUMENTS

14. Deeds, transfers, licenses, contracts (including multi-year contracts) and engagements on behalf of the Corporation shall be signed by the two (2) of the following; President, Vice-President, and/or the Secretary.
- Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the board.
  - The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds or other securities from time to time



transferred to the Corporation, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

- c. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person, or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## BOOKS AND RECORDS

15. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## MEMBERSHIP

16. There will be two (2) categories of membership, Adult and Junior, defined as follows:
  - a. Adult – 18 years of age or older as of January 1<sup>st</sup> of the current year. Adult membership includes the right to participate in all Club activities except those designated specifically for the Junior members. Each adult member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
  - b. Junior – under 18 years of age as of January 1<sup>st</sup> of the current year. Junior membership gives the right to participate only in those activities designated for or permitted for Junior members, including participating in adult inter-club league play when the rules of the league permit. Junior members shall not be entitled to vote.
  - c. The Directors may from time to time engage promote other classes of membership for the purposes of marketing (i.e. family, senior etc.). These classes of membership will be classified into one of the two (Adult or Junior) categories of membership described above.
  - d. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Corporation prior to acceptance of his/her resignation.

## DUES

17. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board of Directors.
  - a. Membership is conferred upon full payment of all fees. Membership is deemed to be from November 1<sup>st</sup> to October 31<sup>st</sup> of the following year.
  - b. The Board of Directors has the authority to limit annually the number of memberships, at which time a waiting list will be formed. Priority will be given to returning members who pay annual dues by the date set by the Board. Membership will then be offered to prospective members on the waiting list in the order in which they signed up.

## ANNUAL AND SPECIAL MEETING OF MEMBERS

18. The annual or any special general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.
  - a. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented if an auditor had been



appointed at the previous AGM. A Board of Directors shall be elected and auditors may be appointed for the ensuing year and the remuneration of the auditor may be fixed.

- b. Subject to any provisions of the Corporations Act, at every annual general meeting, the membership shall appoint an auditor to hold office until the close of the next annual meeting or a person to conduct a review engagement of the Corporation. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
- c. The Board of Directors or the President or Vice-President shall have the power to call at any time a special general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice prepaid post or email, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without notice if all the members of the Corporation are present or represented by proxy duly appointed, and at such meeting any business may be transacted with the Corporation at annual or general meetings may transact.
- d. Annual general meetings to be held no later than December 31<sup>st</sup> of each calendar year.

## **ERROR OR OMISSION IN NOTICE OF GENERAL MEETINGS**

19. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

## **ADJOURNMENTS**

20. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **QUORUM OF MEMBERS**

21. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided in no case can any meeting be held unless there are two members present in person.

## **VOTING OF MEMBERS**

22. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each adult member of the Corporation shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Such proxy need not him/herself be a member but before voting must produce and deposit with the Secretary sufficient appointment in writing from the member giving the proxy.
  - a. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her. A proxy holder may hold only one proxy.
  - b. Critical issues as identified and set forth by the directors may from time to time may be voted upon in advance of any general meeting using an digital electronic ballot. These votes may be done in conjunction with an in-person vote.



- c. All proxies must be duly signed and in a form approved by the Corporation. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law.
- d. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, 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 Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- e. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll be deemed the decision of the corporation 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.

## FINANCIAL YEAR

23. The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of October in each and every year until otherwise ordered by the Board of Directors.

## CHEQUES, ETC.

24. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers and/or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- a. Withdrawals/Drawings: No one (1) agent or officer of the Corporation may alone endorse notes and drafts for the payment of funds from the account of the Corporation through its bankers,
  - b. Deposits: Any one (1) of such officers or agents so appointed may endorse notes and cheques for deposit to the account of the Corporation through its bankers,
  - c. Reconciliation: Any one (1) of such officers or agents so appointed may arrange to settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers

## DEPOSIT OF SECURITIES FOR SAFEKEEPING

25. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## NOTICE

26. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or emailed or by depositing same in a post office or a public letter-box, in a post-paid, sealed wrapper addressed to the director, officer or member at his/her or their address as the same appears on the books of the Corporation. A notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if emailed shall be held to be sent should no notice of delivery failure be received. For the purpose of sending any notice the address of any member, directors or officer shall be his/her last address as recorded on the books of the Corporation.





## BORROWING

27. The directors may from time to time;
- a. Borrow money on the credit of the Corporation; or
  - b. Issue, sell or pledge securities of the Corporation; or
  - c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, power, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
  - d. Authorize any directors, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, term and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## INTERPRETATION

28. In these by-laws of the Corporation hereafter passed unless the context other requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice-versa and references to persons shall include firms and corporations.

## EFFECTIVE DATE

29. This by-law repeals all previous by-laws and shall be effective immediately after the close of the meeting of members at which it is confirmed.

Passed by the Board of Directors this 1<sup>st</sup> day of October, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President

