

# Credit Valley Lawn Tennis Club

CONSTITUTION  
AND  
BYLAWS

# INDEX OF CONTENTS

- ARTICLE 1.0 INTERPRETATION.....3
- ARTICLE 2.0 INCORPORATION AND NAME .....4
- ARTICLE 3.0 PURPOSES .....4
- ARTICLE 4.0 HEAD OFFICE .....5
- ARTICLE 5.0 SEAL.....5
- ARTICLE 6.0 BOARD OF DIRECTORS.....5
- ARTICLE 7.0 OFFICERS .....11
- ARTICLE 8.0 MEMBERSHIP .....15
- ARTICLE 9.0 MEETING OF VOTING MEMBERS.....17
- ARTICLE 10.0 EXECUTION OF DOCUMENTS.....22
- ARTICLE 11.0 BOOKS AND RECORDS .....22
- ARTICLE 12.0 BANKING ARRANGEMENTS .....22
- ARTICLE 13.0 BORROWING BY THE CORPORATION .....23
- ARTICLE 14.0 FINANCIAL REVIEW.....24
- ARTICLE 15.0 FINANCIAL YEAR .....24
- ARTICLE 16.0 BY-LAWS AND AMENDMENTS, ETC. ....25
- ARTICLE 17.0 DISSOLUTION.....25

## BYLAW

APPROVED – OCTOBER 20, 2019

A By-Law relating generally to the transaction of the business and affairs of

The Credit Valley Lawn Tennis Club

BE AND IT IS HEREBY ENACTED as a By-Law of The Credit Valley Lawn Tennis Club as follows:

### ARTICLE 1.0 INTERPRETATION

#### 1.1 Meanings

In this by-law and other by-laws and resolutions of the Corporation, unless there is something in the subject matter or context inconsistent therewith, the following words and terms, which may be used in the singular or the plural, have the respective meanings given them as follows:

“Act” means the Corporations Act, R.S.O. 1990, c. C38, as amended or replaced from time to time;

“Annual Meeting” means each annual general meeting of the Members;

“Board” means the board of directors of the Corporation; The Board consists of 2 parts: 1. The Executive Officers who look after the day to day affairs of the club and 2. The Directors who provide input/ideas, approve the yearly Budget and any expense over \$ 2000.

“Capital Reserve” means the balance in the Capital Asset Fund of all current assets less all current liabilities as reported in the financial statements of the Corporation;

“Chair” means the chair of a meeting of the Board

“Corporation” means The Credit Valley Lawn Tennis Club;

“Documents” includes transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

“Fiscal Year” means the fiscal year of the Corporation;

“Letters Patent” means the letters Patent of the Corporation, as same has been and may be further amended from time to time by the issuance of Supplementary Letters Patent”

“Members” means the members of every category of the Corporation;

“President” means the president of the Corporation;

“Secretary” means the secretary of the Corporation;

“Special Resolution” means a resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of which notice specifying the intention to pass the resolution has been given so as to be of any force or effect;

“Treasurer” means the treasurer of the Corporation;

“Vice-President” means a vice-president of the Corporation”

“Voting Members” means the Members that have the right to vote at meetings of the Members;

## 1.2 Terms

All terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

## 1.3 Interpretation

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the neuter and feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

## ARTICLE 2.0 INCORPORATION AND NAME

The Corporation’s office name, as incorporated under the Corporations Act, R.S.O. 1990, c. C38, is Credit Valley Lawn Tennis Club (“CVLTC” or “the Corporation”). The tennis facility operated by the Corporation shall be known as Credit Valley Tennis Club (“CVTC” or “the Club”).

## ARTICLE 3.0 PURPOSES

As incorporated on June 24, 1971 as a not-for profit organization, incorporation number 000244949, the purposes of CVLTC are to establish, maintain, conduct and operate a tennis, and social Club for the use and accommodation of members thereof and their families and guests and to provide a Clubhouse and other conveniences and facilities and generally to provide to the members thereof and their families and guests all the usual privileges, advantages, conveniences and accommodation of a Club to promote the welfare of the members thereof.

As also stated in its incorporation papers, “the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects. The club is a Registered Community Group with the City of Mississauga. The club has an Operation and Management agreement with the City which includes a Corporate Policy & Procedure Manual.

## ARTICLE 4.0 HEAD OFFICE

4.1 The head office of the Corporation shall be in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario, at the location of the Club’s Clubhouse in Huron Park at 830 Paisley Boulevard West, Mississauga, Ontario.L5C 3P5

## ARTICLE 5.0 SEAL

5.1 The Corporate Seal of CVLTC shall be in such form as shall be prescribed by the Board of Directors.

5.2 All documents to which the seal of the Corporation must be affixed shall be signed by the President and at least one other Officer or Director of CVLTC. All properly executed instruments shall be binding upon the Corporation and the Club without further authorization nor formality.

5.3 All other documents of the Corporation must be signed by the President and at least one other Officer or Director.

## ARTICLE 6.0 BOARD OF DIRECTORS

### 6.1 Board

The affairs of the Corporation shall be managed by the Board. The Board shall consist of maximum five (5) Directors and at least 5 Executive Officers (also called the Executive Committee) unless and until changed by a Special Resolution in accordance with the Act. The change in numbers of Directors take from 7 to 5 is to take place after the AGM in 2020.

## 6.2 Qualification

All Directors and Executive Officers shall be members of the Corporation in good standing and of the age of eighteen (18) years or over. Employees of the Corporation and the Club, others (such as the Manager or Tennis Professional or groundskeeper) who are members by virtue of their contractual employment shall not be qualified to serve as Directors.

## 6.3 Election of Directors and Executive Officers (also called Members of the Board)

The elected President of the Corporation shall serve as an ex officio Director. Each Past President of the Corporation shall be an ex officio Director for three terms commencing at the annual or other meeting of members at which his or her successor is elected. The remaining Directors of the Corporation shall be elected by the members entitled to vote at the Annual Meeting or at a meeting called for that purpose on a show of hands unless a poll is demanded. If a poll is demanded, such election shall be by ballot. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified. Retiring Directors shall continue in office until their successors have been duly elected or appointed.

The election of Directors / Executive Officers shall take place at the Annual General meeting by the members of the Corporation. The Executive Officers and Directors will stay in place until the next years AGM or until one has to resign.

## 6.4 Quorum and Meetings

A majority of the Executive Officers shall form a quorum for the transaction of business affairs. No business, other than the election of a chair and the adjournment of the meeting, shall be transacted at any meeting of the Board unless a quorum is present at the meeting and, unless adjourned, a meeting at which a quorum is not present shall be dissolved.

The elected President shall function as the Chair of all Board meetings unless this function gets delegated to another member of the Board at the the majority of the Board members request.

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, or if those absent have signified their consent to the meeting being held in their absence. Such consent may be given before, during or after the meeting. Board meetings may be formally called by the President or by the Secretary on direction of the President or of three Directors. Notice of such meeting shall be delivered by mail, fax, telephone or email to each Director not less than seven (7) days prior to the meeting taking place. The minimum notice period of seven (7) days may be waived if all Directors give their consent. The statement 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 accidental omission of any notice of any meeting of the Board to any one or more Directors shall not invalidate any resolution passed or any proceeding taken at such meeting.

At the first meeting of the Directors after their election or in the case of a Director appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order legally to constitute the meeting, provided a quorum of Directors be present.

The Board may appoint a day or days of any month or months for regular meetings of the Board at a place and hour to be named by the Board. A copy of any resolution of the Board fixing the place and time of regular meeting of the Board shall be sent to each director forthwith after being passed, and thereafter, no further notice shall be required for any such regular meetings.

A Board meeting shall be held, with the requirement for notice of a minimum of 10 days, immediately following each Annual Meeting or within 50 days following the annual meeting or at a mutually agreed date.

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

If a majority of the Directors/Executive Officers present at or participating in the meeting consent, any Director/Executive Officer may participate in a meeting of the Board or of a Committee by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director/Executive Officer participating in such meeting by such means is deemed for the purposes of the Act and this By-law to be present at that meeting.

The Directors may hold a separate meeting as they see fit. If needed, the President of the Corporation can be invited for clarification of ongoing issues. The Directors can then bring their concerns to the next combined Directors/Executives meeting.

## 6.5 Voting

Subject to the Act, questions arising at any business meeting of the Board shall be decided by a majority of votes of the Executive Officers. The Directors, when invited, function in a non-voting capacity. However, it will be noted in the Minutes if the Directors are not in agreement with the vote by the Executive Officers.

During the combined meeting of Executives and Directors to approve the proposed Budget and any expenses over \$ 2000, the Directors vote is counted equally. In the case of an equality of votes, the Chair shall have a second or casting vote.

All votes at Board meetings shall be taken by ballot if demanded by any Director present, but if no such demand is 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 proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the absence of the President at a Board meeting, his or her duties may be performed by a Vice-President or such other director as the Board may from time to time appoint for the purpose.

## 6.6 Powers

The Board of the Corporation shall administer the 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 shall exercise all such other powers and carry out all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Board may from time to time make rules and regulations with respect to the carrying out of the provisions of By-laws of the Corporation and in respect of the affairs of the Corporation and the Board may from time to time repeal or amend any such rules and regulations.

All acts done at any meeting of the Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

The Board may authorize any Officer of the Corporation designated by the board to fix the remuneration or wages to be paid from time to time to employees or other persons that provide a service to the Club.

The Board may constitute such Committees as the Board, from time to time, consider necessary to assist in carrying out the objects of the Corporation, and to appoint the Chair and members of such Committees and arrange for the raising and distribution of funds of the Corporation.

## 6.7 Indemnities to Directors and Officers

Every Director and Officer of the Corporation and such person's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in



or about the execution of the duties of his or her office and all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful default or gross neglect.

The Corporation shall also indemnify any Director in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

#### 6.8 Protection of Directors and Officers

The Directors and officers of the Corporation shall not be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or others for joining in any receipts or other act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited or any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful or willful default or gross neglect.

#### 6.9 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration, save and except that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### 6.10 Resolution in Lieu of Meeting

A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board or a Committee, is as valid as if it had been passed at a meeting of the Board or a Committee. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board or Committee.

#### 6.11 Conflict of Interest

A Director/Executive Officer who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. No such Director/Executive Officer shall vote on any resolution to approve such a contract.

All Board members, volunteers, staff and contractors are required to perform their duties and functions impartially, responsibly with integrity and in a manner that will withstand public scrutiny. No member will solicit or accept, for personal gain or financial benefit, a fee, gift or benefit that could influence decisions or affect their duties or functions. All Board members, volunteers, staff and contractors may only use Club equipment, services or materials for the stated purpose. No members may pursue personal gain over the well-being or needs of people supported by the organization.

The conflict of interest will be identified at every agenda of all meetings. Also a record will be kept in the Board meetings minutes with details of this conflict, like who was involved, was the conflict declared in advance, any discussion notes and any withdraws from the discussion or voting.

#### 6.12 Acts of Directors/Executive Officers

All acts done at any meeting of the Directors/Executive Officers or by any person acting as a Director/Executive Officer shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors/Executive Officers or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director/Executive Officer.

#### 6.13 Casual Vacancies

Casual vacancies on the Board may be filled by appointment by the continuing members of the Board providing a quorum of the whole Board remains in office. Any new Director/Executive Officer so appointed shall hold office as if he or she had become a Director/Executive Officer on the day on which the Director in whose place he or she is appointed was last elected. Providing there remains in office not less than a quorum of Directors/Executive Officers plus one, vacancies on the Board may, at the option of the remaining members thereof, remain unfilled until the next meeting of voting members at which Directors/Executive Officers are elected.

#### 6.14 Disqualification

The office of a Director/Executive Officer shall ipso facto be vacated:

- a) if he or she ceases to be qualified as such;
- b) if he or she refuses to act in such matters as may from time to time be directed to him or her by the Board;
- c) if he or she shall have absented himself or herself (such absence not being with leave or on the affairs of the Corporation) from three successive meetings of the Directors and the Directors shall have resolved that his or her office shall be vacated;

- d) if by notice in writing to the Corporation he or she resigns the office.

#### 6.15 Resignation

Any Director/Executive Officer may resign his or her office by filing a written resignation with the Board. Such resignation shall take effect either upon the acceptance thereof by the Board or at the expiration of five (5) days after the filing thereof as aforesaid, whichever shall be the earlier.

#### 6.16 Removal of Directors/Executive Officers

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifies the intention to pass the resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any voting member for the remainder of the term.

## ARTICLE 7.0 OFFICERS

#### 7.1 Committee of Officers

All officers of CVLTC shall serve as a Committee to be known as the Executive Committee of Officers (“Executive”). The Executive, during intervals between meetings of the Board, will have full power and authority to manage the day to day affairs of CVLTC, subject only to such general and/or specific directions as shall from time to time be given to the Executive to by the Board. All expenditures authorized by the Executive shall be reported to the Board at its next meeting. Notwithstanding anything herein contained, the Executive shall not be authorized to approve or authorize any individual or total capital or operating expenditures exceeding the sum of \$2,000, unless or until a greater amount is authorized by the Board of Directors. Without limiting the generality of the foregoing, the Executive is authorized and directed as follows:

- a) To prepare annual revenue, capital, and operating budgets and the proposed fee structure to be submitted to the Directors for their consideration on or before the 15th day of February in each year (or such other date as may from time to time be specified by the Directors);
- b) To submit monthly financial statements to the Chair of the Board during the period when the courts of the Club are open for playing during the months of May through October each year. The statements for each month are to be submitted to the Chair by the 15th day of the following month;

- c) To authorize and approve capital expenditures and operating expenses not exceeding \$2,000 or such greater amount as may from time to time be specified by the Directors;
- d) To arrange for the employment of all staff required to maintain the grounds and club house in good condition and repair, subject to the approval of the contracts by the Board;
- e) To arrange for the employment of a Club Professional and/or Manager and to determine the salary or other remuneration to be paid to such person or persons, subject to the approval of the contract(s) by the Board;
- f) To establish the rules and regulations to govern the use of the club's tennis courts and other facilities;
- g) To promote the development of junior tennis players;
- h) To organize Club activities, including, but not necessarily limited to, such tournaments and socials as the Executive may deem desirable for the benefit of the members of CVLTC;
- i) To maintain responsibility for the rendering of accounts and the collection of fees and other charges payable by members.

## 7.2 Meetings of the Executive

The Executive may invite such Directors, employees of the Corporation and others as it may see fit from time to time to attend meetings of the Executive, in a non-voting capacity, and to assist thereat in the discussion and consideration of the affairs and business of the Corporation. This invitation will occur a minimum of three times a year.

The time and place of meetings of the Executive, the calling thereof, and the procedure in all things at such meetings shall be determined by the President.

7.3 There shall be a President, one Vice-President, a Secretary, a Treasurer, and such other offices as the Board may determine from time to time. Any member of the Corporation shall be eligible to serve as an Officer, except employees of CVLTC. All Officers shall be elected by the members entitled to vote at the Annual Meeting or at a meeting called for that purpose on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. Retiring Officers shall be eligible for re-election. The members at an Annual meeting or at any other meeting called for that purpose may appoint such other Officers and agents as they deem advisable who shall have such authority and shall perform such duties as from time to time shall be prescribed by the members or by the Board of Directors.

#### 7.4 Appointment or Removal of Officers by the Board

The Directors also may appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. The term of office of each Officer of the Corporation shall end at the Annual Meeting of the members of the Corporation next following the appointment of each Officer. Any Officer may, with or without notice, be removed at any time by the vote of the Board of Directors, whenever in the judgment of the Directors the interests of the Corporation may require such removal.

If any vacancy shall occur among the Officers for any reason whatsoever, the Directors of CVLTC may appoint any members of the Corporation to fill such vacancy until the next Annual Meeting.

#### 7.5 Delegation of Officer's Duties

In case of the absence of the President, a Vice-President or of any other Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such Officer to any other Officer or to any other Director for the time being, provided that a majority of the entire Board concurs therein.

#### 7.6 The President

The President and the other Executive Officers shall be elected annually by the membership entitled to vote at the Annual General meeting.

It is recommended that a President has been an Executive Officer in the recent past in order to have working knowledge of the affairs of the club. All officers shall continue to hold office until their successors are elected or appointed. If any office becomes vacant, the Board may fill same from among the Directors for an unexpired term.

However an Executive Officer or Director can also be proposed by the membership and approved by the Board. For purposes of this section, 1 year means 365 days more or less, but in any event shall mean the period ending on the date of election of the President and commencing on the date of the last Annual Meeting in the calendar year prior to his or her election and shall not be less than 335 days.

The President shall when present, preside as chair at all meetings of the Board and Members and oversee the affairs and operations of the Corporation. The President shall sign all documents requiring the President's signature and have such other powers and duties as are, from time to time, prescribed by the Board or which are incidental to the office.

#### 7.7 Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President and shall have such other powers and duties as may from time-to-time be assigned to the Vice-President by the President if the Vice - President is agreeable to the task..

#### 7.8 Secretary

The Secretary shall issue or cause to be issued notice for all meetings of voting members, the Board of Directors and the Executive when directed so to do; have charge of the minute books, corporate seal, if any, and of all papers, records, correspondence and documents belonging to the Corporation; sign with the President or other signing Officer or Officers of the Corporation such documents as required the Secretary's signature, and shall perform such other duties as the terms of engagement call for or the Board of Directors may from time-to-time properly require of the Secretary.

#### 7.9 Treasurer

The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. Shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. Shall cause to be disbursed the funds of the Corporation under the direction of the Board, causing to be taken proper vouchers therefore and shall render to the Board whenever required of him or her, an account of all such transactions and of the financial position of the Corporation. Shall exercise general supervision of all accounting, banking and payment procedures as approved by the Board and shall supervise the preparation of budgets and financial statements. Shall cause to be maintained those records required by the Board and render to the Board at regular meetings thereof, an account of the Corporation's financial transactions. Shall generally attend to supervision of all financial matters including banking negotiations, insurance and lease commitments. If an auditor has been appointed, to cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation, and perform such other duties as may, from time-to-time, be prescribed by the Board or which are incidental to the office. The treasurer is also responsible for any Securities of the Corporation.

#### 7.10 Other Officers

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

#### 7.11 Remuneration

The officers of the Corporation shall serve without remuneration, save and except that an officer may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

## ARTICLE 8.0 MEMBERSHIP

8.1 To be a member in the Credit Valley Lawn Tennis Club an individual shall have paid or cause to be paid to the CVLTC such charges, dues, fees, and assessments in respect to each category of membership, as may from time to time be recommended by the Club's Executive Committee of Officers and approved by the Board of Directors.

8.2 Membership categories shall consist of at least, but not be limited to, the following: Adult (an individual being at least twenty six (26) years old as at the previous January 1); Couples (2 adults living at the same address); Family (Two (2) adults and children under eighteen (18) years of age as at the previous January 1); Young Adult (at least nineteen (19) years of age as at the previous January 1 and under twenty-six (26) years of age as at the previous January 1); Junior (at least thirteen (13) years of age as at the previous January 1 and under nineteen (19) years of age as at the previous January 1); Young Junior (under 13 years of age as at the previous January 1); Junior with Adult Privilege and short Term memberships. by approval only by either the Membership Executive or the President.

8.3 Adults, Couples, Young Adults over 19 years of age are entitled to vote for the election of the Executive Committee of Officers and Directors of CVLTC or on any other matters put to the membership for vote.

8.4 A parent of any Junior, Young Junior or Junior with Adult Privilege Member shall have the right to vote on any matters pertaining to a Junior, Young Junior or Junior with Adult Privilege Member as the case may be but will be limited to two (2) votes per family if two juniors are members and both parents are present.

8.5 A prospective Member shall submit an application for membership in CVLTC in such format as may from time-to-time be prescribed by the Board of Directors. In this membership application process there are clauses present pertaining to privacy issues, code of conduct and more.

8.6 In the event of the CVLTC achieving full membership in any categories (as yet to be defined), as established on the recommendation of the Executive Committee of Officers and approval by the Board, preference for new applicants shall be given to residents of the City of Mississauga. It is understood that per agreement with the City 80 % of the clubs membership has to reside in Mississauga.

8.7 Each member of the CVLTC may use such of the facilities and privileges of the Club as the Directors may from time-to-time specify in respect of the category to which each member

belongs and shall pay the fees which the Directors from time-to-time require in respect of each of such facilities. Subject to the approval of the Directors, the Executive Committee shall have the right to determine the periods of time during which certain categories of members may use such facilities and privileges and may prescribe such other rules and regulations with respect to the use of such facilities and privileges as they deem advisable.

8.8 Guests of members shall only be entitled to use the facilities and privileges of the Club in accordance with such rules and regulations as may from time to time be prescribed by the Officers which includes signing of a waiver. At present a non-member can be a guest up to is 5 times per calendar year.

8.9 Membership in the CVLTC shall not be transferable.

8.10 Members shall have the right to resign from the CVLTC at any time by giving notice in writing of their resignation to the Secretary of the Corporation. Members who resign during the season when the tennis courts are open shall remain liable for all fees and other charges applicable for such season, subject to review by the Officers who may in special circumstances determine that such fees should be cancelled.

8.11 Code of Conduct.

Directors/Executive Officers and members of the Corporation are expected to adhere to the following code of conduct. They must not engage in criminal activity and must comply with all relevant laws, regulations, policies and procedures. They must contribute to a safe and healthy environment that is free from discrimination, harassment in any form and violence. They must follow the club rules and code of conduct as stipulated by the Corporation. In addition Officers/Directors of the Corporation must respect the confidentiality of the information received the course of Board meeting and activities, and not disclose official information or documents acquired through membership of the Board, other than is required by law or where agreed by the decision of the Board. Any breaches of this Code of Conduct may result in disciplinary action, up to and including suspension of membership. Any violation or the suspicion thereof should be reported through the mechanism for resolution of complaints below.

8.12 The mechanism for resolution of complaints.

A complaint should be brought forward to the President or his/her designated officer in writing. The President/Designate will follow up with the complainant to further discuss the nature of the concern and obtain further information/details from offending members and witnesses. They can also respond in an immediate fashion if urgency is required. If required, the President/Designate may call an emergency meeting of the Directors/Executive Officers to review the complaint. Or if less urgent discuss the complaint at the next Board meeting but within 30 days.. At the meeting the nature of the complaint will be determined with all the evidence presented. Then the most appropriate response/action will be taken. The response to the



complainant will be provided within 10 days of the Board meeting at which the matter was discussed. The decision of the Board is final.

### 8.13 Recovery of Damages, Suspension and Expulsion

The Board or Executive Committee, if any, may recover damages, suspend or expel by an affirmative vote of at least two-thirds (2/3) of the Board or Executive Committee, if any, a Member whose conduct whether on the premises of the CVLTC or elsewhere shall be declared by the Board or the executive to be improper, unbecoming or likely to endanger the welfare, interest or character of the Club or who commits any breach of the By-laws of the CVLTC or who violates or neglects to observe any of the rules or regulations of the CVLTC or who fails or neglects to pay any charges, fees, dues or assessments levied upon or payable by him or her, and each such resolution of the Directors or the Officers, if any, shall be effective immediately upon the passing thereof. Such improper conduct shall include criminal harassment and assault as defined by the Criminal Code of Canada, R.S.C., 1985, c C-46, as amended or replaced from time to time. No member shall be suspended or expelled without first having been notified of the charge against him/her. For less serious incidents, negotiated remedies such as a letter of warning, modifying unacceptable behaviour or letter of apology from the offender may be acceptable if agreed upon of at least two-thirds (2/3) by the Executive Officers/Directors.

## ARTICLE 9.0 MEETING OF VOTING MEMBERS

### 9.1 Annual Meetings

The Annual Meeting of the voting members shall be held within the City of Mississauga at a place to be designated by the Board and at a date set by the Board, but not earlier than October 1 or later than November 15 of each year. Twenty-five voting member needs to be present in order to form a quorum. his number includes the Proxies.

### 9.2 General Meetings.

Other meetings of the voting members may be convened by order of the Chair of the Board or the President, or if the President is absent, the Vice-President, or by the Board. Also the presence of twenty five voting members constitute a quorum.

### 9.3 Notice

Ten (10) day's notice at the least specifying the place, the day, and the hour of each meeting and, in case of special business, the general nature of such business, shall be given to each Member (and in the case of an Annual Meeting to the auditor of the Corporation) by sending by email or mail to the last email or mailing address shown on the Corporation's records. The non-receipt of any such notice by any voting member shall not invalidate the proceedings at any

Annual or General Meeting. Notice of any meeting or any irregularity in any meeting may be waived by any voting member or the duly appointed proxy of any voting member.

#### 9.4 Omission of Notice

The accidental omission to give notice of any meeting of voting members to any voting member or voting members shall not invalidate any resolution passed or any proceedings taken at any meeting.

#### 9.5 Quorum

The quorum for any meeting AGM or General meeting shall be twenty five (25) voting members personal present or represented by proxy or one-third of voting members, whichever shall be the lesser.

#### 9.6 Chair

The President of the Corporation shall preside as Chair at every meeting of voting members. If the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or the President shall intimate that he or she is not willing to act as Chair, then the Vice-President shall preside as Chair.

If at any meeting none of the President or the Vice-President is present within fifteen (15) minutes after the time appointed for the holding of the meeting or if each of them shall intimate that he or she is not willing to act as Chair, then the meeting will be considered as cancelled.

#### 9.7 Order of Business at Meetings

The order of business at all meetings of voting members shall be substantially as follows:

1. Reading of notice calling the meeting and statement of service thereof, unless waived by the meeting;
2. Taking a list of voting members present in person;
3. Examination of proxies;
4. Making a list of voting members represented by proxy, unless waived by the meeting;
5. Reading of minutes of the preceding meeting of voting members, unless waived by the meeting;

6. a. Reading or submission of reports by each Officer regarding his or her performance since the past meeting and the activities for which he or she has responsibility;  
b. Is there a conflict of interest identified amongst the received information.?
7. Confirmation of any By-laws or resolutions passed by the Board which require confirmation;
8. Election of Officers, if one of the purposes of the meeting;
9. Election of Directors, if one of the purposes of the meeting;
10. Unfinished business, if any; and
11. New business or other matters which the members may wish to raise.

#### 9.8 Adjournment

The Chair may, with the consent at any meeting, adjourn the same from time to time, and no notice of such adjournment need be given. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.

#### 9.9 Voting

At any meeting of voting members, every question put to the vote of the meeting, including the election of Directors/Executive Officers, shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands and, unless a poll is so demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Corporation, shall be prima facie evidence of the fact with proof of the number or proportion of the votes recorded in favour of or against any resolution.

#### 9.10 Votes Improperly Counted

If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chair of the meeting, be of sufficient magnitude to vitiate the resolution.

#### 9.11 Poll

If a poll is duly demanded, it shall be taken in such manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair for the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs.

#### 9.12 Tie

In the case of an equality of votes, whether on a show of hand or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

#### 9.13 Voting

On a show of hands, every voting member present in person and entitled to vote shall have one (1) vote. On a poll, votes may be given either personally or by proxy.

#### 9.14 Written Confirmation

Any By-law or special resolution requiring confirmation by the voting members of the Corporation may in lieu of confirmation at a general meeting be confirmed by the consent in writing of a majority of the voting members.

#### 9.15 Objections

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

#### 9.16 Services

Any notice may be served by the Corporation on any member personally or may be sent to any member through the post in a postpaid envelope or wrapper addressed to such member at his or her address as the same appears in the books of the Corporation, or if no address is given therein to the last address, if any, of such member known to the Secretary, or at the request of the member by email or facsimile. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office or into a depository operated by the post office. In the case of email or facsimile service, requested by the member, no proof of service shall be required.

#### 9.17 Signature to Notice

The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

#### 9.18 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

#### 9.19 Proxies

Every member entitled to vote at meetings of voting members may appoint a proxy, who must be a voting member, to attend and act at the meeting in the same manner, to the same extent, and with the same power as if the voting member were present at the meeting. An instrument appointing a proxy shall be in writing under the hand of the appointor or his or her attorney authorized in writing. The proxy must specify the meeting for which its use is intended and ceases to be valid following conclusion of that meeting. At the Annual General Meeting or at any special general meeting, the number of proxies held by a member in good standing shall be limited to six (6).

A proxy form shall be sent to all voting members together with the notice of a meeting. The form shall state for the appointer to authorize another voting member to act on his or her behalf on votes called for any other business brought before the meeting.

#### 9.20 Deposit of Proxies

A properly executed proxy form must be returned to the Secretary of the Corporation no later than forty-eight (48) hours preceding any meeting of the voting members in order to be considered valid for that meeting. The establishment of this deadline shall be included in the notice of meeting sent to all voting members. A proxy may be delivered to the Corporation's Secretary by hand, mail, email or facsimile.

#### 9.21 Computation of Time

Where a given number of day's notice or notice extending over any period is required to be given or sent the day of service or posting of the notice unless it is otherwise expressly provided shall be counted in such number of days or other period and the notice shall be deemed to have been served upon such day.

#### 9.22 Proof of Service

A certificate of or affidavit by the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate or affidavit as to facts in relation to the mailing or delivery of any notice to any member, Director, or Officer or publication of any

notice shall be conclusive evidence thereof and shall be binding upon every member, Director and Officer of the Corporation as the case may be.

#### 9.23 Resolution in Writing

A resolution in writing signed by all of the Voting Members on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members.

## ARTICLE 10.0 EXECUTION OF DOCUMENTS

### 10.1 Execution of Documents

Documents requiring execution by the Corporation shall be signed by any two (2) Officers and/or Directors or any two persons designated by the Board from time to time. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

### 10.2 Power of Board

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

## ARTICLE 11.0 BOOKS AND RECORDS

11.1 The Board shall see that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

### 11.2 Inspection of Books

Any voting member shall have the right of inspection of any account, book or document of the Corporation upon request made to the President or Vice-President.

## ARTICLE 12.0 BANKING ARRANGEMENTS

### 12.1 Banking

The bank account of CVLTC shall be kept in the name of the Corporation at a bank or banks to be selected by the Executive, subject to approval by the Board, and no money shall be withdrawn therefrom except as directed by the Executive or Board by By-law or resolution.

All cheques, bills, notes, drafts, commercial paper or paper for the payment of money shall be signed as the Board of Directors may from time to time resolve.

#### 12.2 Deposit of Securities

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

### ARTICLE 13.0 BORROWING BY THE CORPORATION

#### 13.1 Borrowing

The Executive Officers may from time to time:

- a) Borrow money of the credit of the Corporation;
- b) Issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the CVLTC whether secured or unsecured.
- c) Delegate to such one or more of the Officers and Directors of the Corporation as may be designated by the Directors all or any of the power conferred by the foregoing clauses of this By-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.
- d) The maximum amount of money to be borrowed will be set at \$5000 and will need approval of 2/3 of the Executive Officers and Directors.

#### 13.2 Authorization

The Directors may from time to time authorize any Officer or Officers of the Corporation or any two (2) of the Directors of the Corporation to make any arrangement with reference to money borrowed or to be borrowed as aforesaid, as to the terms and conditions of the loan thereon and as to the securities to be given therefor, with power to vary and modify such arrangements, terms, and conditions and to give such additional securities for any monies

borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize and, generally, to manage, transact, and settle the banking business of the CVLTC.

The Directors/Executive Officers may from time to time authorize any Officer or Officers of the Corporation or any two (2) of the Directors of the Corporation to sign, execute, and give on behalf of the CVLTC all documents, agreements, and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation.

The powers conferred by the three (3) preceding paragraphs shall be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation passed by the Directors or Officers of the Corporation independently of a borrowing By-law.

The four (4) preceding paragraphs shall continue in force until a By-law repealing the same shall have been validly enacted and a copy thereof duly certified under the seal of the Corporation be delivered to any bank, banker or trust company affected thereby and receipt thereof acknowledged by it and in meantime all of the powers and authorities thereby conferred shall continue in force.

## ARTICLE 14.0 FINANCIAL REVIEW

One or more individuals could be appointed at each Annual Meeting of the Voting Members for the purpose of conducting a review of the Corporation's financial statements. The remuneration for the individual(s) shall be fixed by the Directors if they are authorized so to do by the Voting Members. No person shall be appointed to conduct the review who is a Director, Officer or employee of the Corporation or who is a partner or employee of any such Director, Officer or employee. The individual(s) doing the review shall have right of access at all times to all records, documents, books, accounts, and vouchers of the Corporation. The reviewer(s) shall be entitled to require from the Directors and Officers of CVLTC such information and explanation as he or she may deem necessary to enable a report to the Voting members at any Annual Meeting during the term of the reviewer(s) in office.

This review could be requested by any Director/Executive Officer or member of the Corporation when it seems appropriate.

## ARTICLE 15.0 FINANCIAL YEAR

The Financial Year of the CVLTC shall terminate on the 31<sup>st</sup> day of December in each year.  
(to be discussed)



## ARTICLE 16.0 BY-LAWS AND AMENDMENTS, ETC.

### 16.1 By-Laws

The Directors/Executive Officers may from time to time repeal, amend, and reenact the By-laws of CVLTC. Save as to By-laws which, by The Corporations Act, require ratification by the Voting Members before becoming effective every such repeal, amendment or reenactment, unless in the meantime confirmed at a general meeting of the Voting Members duly called for that purpose shall be effective only until the next Annual Meeting of Voting Members and unless confirmed thereat and in default of confirmation thereat shall cease to have effect at and from that time and in that case no new By-law of the same or like substance shall have any effect until confirmed at a general meeting of the Voting Members.

The Voting Members may at a general meeting or an Annual Meeting by a two-thirds majority vote of those present or represented by written proxy confirm, reject or otherwise deal with any By-law enacted by the Directors/Executive Officers and submitted to the meeting for confirmation, but no act done or right acquired under any such By-law shall be prejudicially affected by any such rejection, amendment or other dealing.

### 16.2

Upon this by-law coming into force, the Constitution of Credit Valley lawn Tennis Club is hereby amended.

## ARTICLE 17.0 DISSOLUTION

### 17.1 Dissolution

Should the Club dissolve and cease operating, all assets of the Club shall revert to the City of Mississauga and shall be held in trust by the City for an undetermined period or until the Club is reopened and commences operating as an active tennis club.

ENACTED OCTOBER 20, 2019

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PRESIDENT

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SECRETARY

