

MEADOWVALE WEST TENNIS CLUB INCORPORATED

CONSTITUTION

A by-law (hereinafter called the "Constitution") relating generally to the conduct of the affairs of the Meadowvale West Tennis Club Incorporated.

1. NAME

The Club shall be known as the Meadowvale West Tennis Club Incorporated, hereinafter referred to as MWTC.

2. PURPOSE

The purpose of the MWTC shall be to provide recreational tennis for adults and juniors in the community, to aid in the instruction of players, especially juniors, and to set up rules and regulations to ensure a properly and fairly run tennis club in a good facility.

3. LOCATION

The location of the Club is 3715 Thomas Street in the Churchill Meadows community, in the City of Mississauga, in the Province of Ontario.

4. MEMBERSHIP

A. Categories of Membership

The Categories of Membership in the Club shall be as follows:

Individual categories:

- i. "Adult Member" means a person who has become a member of the Club as outlined in paragraph 4.C and who is 18 years of age or older on April 1st of the membership year.
- ii. "Junior Member" means a person who has become a member of the Club as outlined in paragraph 4.C and who has not had an 18th birthday on or before April 1st of the membership year. Provisions may be made for an exceptional junior to participate in adult programs, by resolution passed by the Executive. Such a junior will still pay junior fees.

Family categories:

- iii. "Couple" means two adults living in the same household.
- iv. "Family" means two adults and any number of juniors, all living in the same household.
- v. "Parent and child" means one adult and one child, living in the same household.

Honourary categories:

- vi. "Honourary Annual Member" means a person who has been granted membership in the Club for one year without payment of fees by resolution passed by the Executive.
- vii. "Honourary Life Member" means a person who has been granted a life membership in the Club without payment of fees by resolution passed by the Executive. Honourary Life Membership can be granted to a person who has served on the executive for at least 10 years. A person may apply for, or be nominated for, Life Membership by specifying the details required under the above criteria.

B. Fees

The Executive shall annually on or before March 15th in each year:

- i. Determine the fees for all membership types for such year (hereinafter called the Membership Fees)
- ii. Determine any discounts to be provided to certain groups, such as, but not limited to, seniors or students.
- iii. Determine a fee, if any, for Guest access.

C. Admission of Members

The Executive shall on or before March 15th in each year determine the maximum number of members for such year having regard to the Parks and Recreation Department guidelines in effect at the time in question.

- i. On or before March 15th of each year, the Club shall distribute by mail or email to each member of the Club a notice setting out:
 1. The amount of fees for membership renewal as determined under paragraph 4.B of this constitution;
 2. The date and location of registration days.
- ii. Membership, except for Honorary Life Membership, is on an annual basis and expires on April 1st.
- iii. The Executive shall from time to time promptly consider new applications for membership that have been received by MWTC accompanied by a payment of the Membership Fee.

D. Privileges of Members

- i. Each member shall be entitled to use and enjoy the premises, facilities, and programs of MWTC and to attend the functions thereof subject to such resolutions, rules and regulations as may be passed or made by the Executive.
- ii. Members may introduce guests to the facilities of MWTC. Guest usage will be subject to such resolutions, rules and regulations as may be passed or made by the Executive.

E. Termination of Membership

- i. The interest of a member of MWTC is not transferable and lapses and ceases to exist upon death or when a person ceases to be a member by resignation or otherwise in accordance with the constitution of MWTC.
- ii. Any member may resign from membership upon informing the Membership Director. Membership fees are not refundable except under special circumstances at the discretion of the executive.
- iii. Any member who fails to comply with the constitution of MWTC, its Code of Conduct, Confidentiality Policy or any rules of the Club may, at the discretion of the Executive, be suspended from membership. Such suspension may be permanent or for a prescribed period only and on such terms as the Executive shall determine. In the event of such suspension no refund of fees already paid shall be made.
- iv. Suspensions of members from membership in MWTC under (iii) shall be by resolution of the Executive. Notice of suspension shall be in writing and mailed to

the last known address of the member being suspended. Suspension of a member shall take effect seven days from the date of mailing of the Notice of Suspension.

5. Officers

A. Executive

The executive shall manage the affairs of the club within the terms of the constitution. The Executive shall consist of a minimum of 9 members.

B. Qualification of Officers

Every officer shall be 18 or more years of age and shall be a fully paid up current member of the Club at the time of elections. In the event an officer or member has been suspended or terminated by the Club's Executive Committee, the suspended or terminated individual will be ineligible to hold an executive office in the future.

C. Nomination of Officers

Candidates for officers may be nominated by other adult members in good standing, or they may volunteer to run for a position.

D. Election of Officers

- i. The officers' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. The election of officers shall take place each year at the annual meeting in the fall. The whole Executive shall retire at the meeting of members at which officers are to be elected but subject to the provisions of this constitution, shall be eligible for re-election. Retiring officers shall continue in office until their successors have been duly elected or appointed.
- ii. The Chairperson of the meeting shall conduct the election of officers. The Chairperson is not entitled to vote, except for a tie-break as described below.
- iii. Two scrutineers shall be appointed by the Chairperson to assist in conducting the election. The scrutineers shall be entitled to vote.
- iv. Each candidate shall stand for election for a specific office and, upon election to that office shall also de facto be a member of the Executive. All fully paid-up adult members of MWTC shall be entitled to vote.
- v. Voting shall be by secret ballot and the candidate receiving the highest number of votes for each office shall be elected. In the event of a tie vote between all candidates running, the Chairperson shall then cast the deciding or tie-breaking vote. In the event of a tie vote between some of the candidates but not all of the candidates, a second run-off ballot shall be taken with only those candidates involved in the tie vote standing for election. If after the second ballot a tie still exists, the Chairperson of the meeting shall then cast the deciding or tie-breaking vote.
- vi. Members shall only hold one office at a time. However, in the event of a position remaining vacant after elections have been held, such positions will be assumed by the new executive until such time as a suitable candidate can be found amongst the qualified members of MWTC.
- viii. The Executive shall, as long as there is a quorum of officers then in office, fill any vacancy on the Executive from among the qualified members of MWTC and any officer appointed or elected to fill any such vacancy shall hold office for the unexpired term of the vacating officer.

E. Conflict of Interest

Members of the Executive must represent non-conflicted loyalty to the Club. No Executive member shall be a paid employee or paid contractor of the Club. Members of the Executive will not participate in discussion or decision making about any matter that may directly or indirectly benefit either themselves or someone with whom they have a close personal or business relationship. Instead, the member will leave the room when the specific agenda item is being discussed. Following completion of the discussion of that agenda item, by the Executive, the member may return. The Executive will not discuss that agenda item with the member who has disclosed a conflict, either during or outside the meeting or before or after the meeting. Failure to disclose a conflict of interest to the Executive may be grounds for dismissal from the Executive.

E. Removal of Officers

- i. The Executive may by resolution passed by at least 2/3 of the votes cast at an Executive Board Meeting of which notice specifying the intention to pass such resolution has been duly given, remove any officer before the expiration of their term of office and may by a majority of the votes cast at such meeting elect any member for the remainder of the term. The individual in question must be provided the opportunity to provide relevant information in their own defence.
- ii. The membership may by resolution passed by at least 2/3 of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been duly given, remove any officer before the expiration of their term of office and may by a majority of the votes cast at such meeting elect any member for the remainder of the term. The individual(s) in question must be provided the opportunity to provide relevant information in their own defence.

F. Remuneration of Officers

The officers of MWTC shall serve without remuneration and no officer shall directly or indirectly receive any profit from their position. However, they may be paid reasonable expenses incurred in the performance of their duties and will not be required to pay for MWTC membership fees, events and functions.

G. Meetings of Officers

- i. Meetings of the Executive may be held at any location. The President or Vice-President or any three members of the Executive may call a meeting of officers at any time and the Secretary shall convene such a meeting of the officers.
- ii. Notice of the meeting of officers shall be distributed to each officer not less than two days (exclusive of the day on which notice is given) before the meeting is to take place; provided always, that meetings of the Executive may be held at any time without formal notice if all.
- iii. A minimum of four meetings of the Executive shall be held during the year. No business shall be transacted at any meeting of the Executive unless there is a quorum of officers present, such quorum to include either the President or Vice-President, and least 4 additional executive members.
- iv. The President, or in his/her absence, the Vice-President, shall be Chairman of the meetings. Alternatively, the officers present shall elect one of those officers present as Chairman of the meeting by majority vote.

- v. Questions arising at any meeting of the Executive shall be decided by a majority of votes. In case of an equality of votes, the President and in his/her absence the Vice President in addition to his/her original vote shall have a second or tie-breaking vote.

H. Indemnities to Officers and Others

Every officer of MWTC or other person who has undertaken or is about to undertake any liability on behalf of MWTC and their 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 MWTC from and against:

- i. All costs, charges, and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted done by them, in or about the execution of the duties of their office;
- ii. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

I. For the Protection of the Officers

- i. No officer of the Club shall be liable for the acts, receipts, neglects, or default of any other officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the tortuous act of any person, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their wrongful and willful neglect or default.
- ii. Officers of MWTC shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of MWTC, except such as shall have been submitted to and authorised or approved by the Executive. If any officer of MWTC shall be employed by or shall perform services for MWTC otherwise than as an officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or performs services for MWTC, the fact of their being an officer of MWTC shall not disentitle such officer or such firm or company as the case may be, from receiving proper remuneration for such services.

J. Roles of Officers

The officers of MWTC and their roles shall be as follows:

President

To be the chief officer of the club, coordinating the activities of the executive and ensuring that the club provides various tennis and social activities to meet the needs of all its members. Organizes and co-ordinates special projects as required.

Vice-President

To support the president as required. In the absence of the President perform the duties and exercise the powers of the President and perform other duties as may be prescribed by the Executive. It is the role of the Vice-President to ensure that the courts and surroundings are

maintained at all times including the co-ordination of beginning and end of year set up and take down.

Secretary

The Secretary or designate shall attend all meeting of the Executive and the members and act as Secretary there and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary organizes meetings and sends out agendas a minimum of two days in advance. The Secretary is responsible for maintaining websites and has overall responsibility for all communications.

Membership Director

To ensure renewal of existing memberships and assist in obtaining new members. To maintain accurate, up-to-date records of club membership. To assist the Secretary in keeping members aware of club activities and news and scheduled events. The Membership Director shall issue receipts to all members on payment of dues and shall remit all monies received together with a general accounting of same to the Treasurer regularly.

Treasurer

To manage the collection of revenues and the payment of the expenses of the Club. To ensure that the club operates within its budget. All transactions are to be recorded and maintained up to date forwarding to the Auditor/Accountant annually. The audited statement and next year's proposed budget must be presented at the Annual General Meeting.

House League Director

To provide an opportunity for members to participate in a weekly House League program and ensures it is run in a fair and equitable manner.

Tournament Director

Shall arrange and organize all tournaments. Has overall responsibility and accountability for inter-club competitive teams.

Social Director

To provide organized opportunities for social interaction among members of the club including BBQs and year-end banquet.

Junior Program Director

To provide programs that will attract junior members, develop their tennis skills, provide them with competitive opportunities and encourage them to remain members of MWTC into their adult years.

6. COMMITTEES

The Executive may from time to time constitute such committees, as it deems necessary to assist the officers in carrying out the affairs of the Club and shall prescribe the duties of any such committees.

7. MEETINGS OF MEMBERS

A. Annual Meetings

The Annual Meeting of the members shall be held at any place within Mississauga, Ontario during the months of October or November on such day and at such time as the officers may by resolution determine. The order of business at Annual meetings shall be as follows:

- i. Call to order
- ii. Reading and adoption of minutes of the previous meeting (AGM)
- iii. Business arising out of the minutes
- iv. Reading and acceptance of the Financial Reports
- v. Reading and acceptance of the Reports of the Executive and committees
- vi. Changes, if any, to the By-laws
- vii. Nomination and election of the Executive
- viii. New Business
- ix. Adjournment

B. General Meetings

Other meetings of the members (to be known as "General Meetings") may be convened by order of the Executive to be held at any date and time at any place within Mississauga, Ontario.

C. Notice

A formal notice stating the day, hour and place of meeting and general nature of business to be transacted should be distributed by the Secretary to each member of good standing at least seven days before the date of every meeting. Such notice shall be sent by mail or email or equivalent future technology to the address of each member as appears in the records of the Club.

D. Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Club shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

E. Chairperson

The President or in his/her absence the Vice-President shall act as or delegate a chairperson.

F. Voting

Except for the election or removal of officers as provided for elsewhere in this constitution every question submitted to any meeting of members shall be decided by a majority of votes given or a show of hands. In case of an equality of votes the President or delegate except as herein otherwise expressly provided, shall have a second or tie-breaking vote. At any meeting unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. Only adult Members shall vote at Annual or General Meetings.

G. Polls

If at any meeting a poll is demanded on the election of the Chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after

adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

H. Quorum

The presence of 5% of the voting members in good standing or 15 voting members in good standing (including Executive members), whichever is least, shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

8. BUDGET

All expenditures shall comply with the annual budget estimates prepared by the Treasurer in conjunction with the officers. The estimates are subject to change during the year with such changes approved by the President and Treasurer.

9. SIGNING OFFICERS

President, Vice President, Treasurer and Secretary. In the event that one of the aforementioned are unavailable an additional member of the executive can be added by resolution of the executive. Signing officers may not be related.

10. RULES AND REGULATIONS

The Executive shall have the right to create and amend such rules and regulations as it deems necessary from time to time to ensure the safety and proper conduct of members. A current copy of the Rules and Regulations should be available to members both at the MWTC facilities, on the MWTC website, and via whatever future technology evolves as a standard for distributing information.

11. CHEQUES, DRAFTS, NOTES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by a minimum of two signing officers.

12. BANKING ARRANGEMENTS

A bank account for MWTC shall be kept at such bank as the Executive may approve by resolution. All accounts of MWTC shall be paid by cheque.

13. EXECUTION OF CONTRACTS, ETC.

Contracts, documents or instruments in writing requiring the signature of the Club shall be signed by a minimum of two signing officers. MWTC can only enter into a contract with two-thirds of the Executive in support. All officers shall get prior agreement of the Executive prior to making any contractual financial commitment from the club. This supersedes the normal voting process for other MWTC business.

14. HIRING

Interviewing and hiring of tennis professionals and any other subcontractors shall be done by the officer responsible for the function and the final decision must be approved by two-thirds of the Executive.

15. ACQUISITION AND DISPOSAL OF PROPERTY

The acquisition or disposition of any club property including equipment, furniture, appliances, etc. shall be decided by a vote of the Executive members.

16. ACCOUNTING

Each year the Executive shall select an accountant to review the books and submit an unaudited financial statement (Notice to Reader) for the previous fiscal year and a statement of expenses to date for the current fiscal year. These statements will be presented at the Annual General Meeting. The fiscal year of MWTC shall terminate on the 31st day of December, in each year or on such other date as the officers may determine from time to time by resolution.

17. AUDIT

At a minimum of every three years, the financial records of MWTC shall be audited by professional accountants or by two members in good standing and not serving on the executive.

18. GENERAL

Every member of MWTC shall be entitled to receive a copy of the constitution of MWTC on request. The MWTC Will adhere to the Ontario Human Rights Code and make its membership available to all Mississauga residents on a first-come, first-served basis, without restriction. In terms of the percentage of Mississauga residents that make up the membership roll, the MWTC will follow the guidelines as stated in the Corporate Policy and Procedure for the Community Services Department, City of Mississauga.

19. DISSOLUTION

Upon dissolution of MWTC, the net assets after payment of all debts shall be transferred to such similar association or associations as may be determined by a two-third majority vote of the members of MWTC, or if such matter cannot be resolved, to the Corporation of the City of Mississauga or such successor municipality.

20. CONSITUTION CHANGES

The constitution of MWTC shall not be amended or altered except by a two-thirds majority vote of the members present in person at any meeting of members provided the members have been given notice as provided for in this constitution at least seven days in advance of the proposed meeting at which the constitution is to be amended as well as a summary of the amendments to be presented to the meeting of members for their approval.

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