

NORTH YORK TENNIS ASSOCIATION

BY-LAW NUMBER 1

Revised Feb 7, 2022

Table of Contents

SECTION ONE - INTERPRETATION	4
1.01 DEFINITIONS.	4
1.02 VARIATIONS IN NUMBER AND GENDER.....	4
SECTION TWO - BUSINESS OF THE ASSOCIATION.....	4
2.01 PURPOSE.....	4
2.02 HEAD OFFICE.	4
2.03 SEAL.	5
2.04 FINANCIAL YEAR.....	5
2.05 BANKING ARRANGEMENTS.	5
2.06 EXECUTION OF INSTRUMENTS.	5
2.07 BORROWING AND SECURITIES.	5
SECTION THREE - MEMBERSHIP OF THE ASSOCIATION.....	5
3.01 MEMBERS.....	5
3.02 SUSPENSION OF MEMBERSHIP.....	6
3.03 DUES.....	6
SECTION FOUR - MEETINGS OF MEMBERS.....	6
4.01 ANNUAL MEETINGS.	6
4.02 GENERAL MEETING.....	6
4.03 NOTICES.	7
4.04 PERSONS ENTITLED TO BE PRESENT.....	7
4.05 QUORUM.....	7
4.06 RIGHT TO VOTE.	7
4.07 VOTING PROCEDURE.	7
4.08 SCRUTINEERS	7
4.09 ADJOURNMENTS.....	7
SECTION FIVE - BOARD OF DIRECTORS.....	8
5.01 BOARD OF DIRECTORS.....	8
5.02 INDEMNIFICATION.	8
5.03 VACATION OF OFFICE.....	8
5.04 VACANCIES, BOARD OF DIRECTORS.....	9
5.05 QUORUM AND MEETINGS, BOARD OF DIRECTORS.	9
5.06 POWERS AND RESPONSIBILITIES OF THE BOARD.	9
5.07 AGENDA OF BUSINESS AT BOARD MEETINGS.....	9
5.08 THE CHAIR.....	10
5.09 ERRORS IN NOTICE, BOARD OF DIRECTORS.....	10
5.10 VOTING, BOARD OF DIRECTORS.....	10
5.11 REMUNERATION OF DIRECTORS.....	10
5.12 PROXIES.....	10
5.13 HONORARY DIRECTORS.	10
5.14 CONFLICT OF INTEREST.....	10
SECTION SIX - NOMINATIONS OF OFFICERS AND DIRECTORS.....	11
6.01 NOMINATING COMMITTEE.....	11
6.02 OTHER COMMITTEES.	11
6.03 QUORUM OF COMMITTEES.	11
SECTION SEVEN OFFICERS AND EMPLOYEES OF THE ASSOCIATION	11
7.01 OFFICERS.....	11

7.02 VACANCIES.....	11
7.03 TERM OF OFFICE.....	11
7.04 BOOKS AND RECORDS.....	12
7.05 EMPLOYEES.....	12
7.06 TERM OF EMPLOYMENT.....	12
7.07 PRESIDENT.....	12
7.08 VICE-PRESIDENTS.....	12
7.09 TREASURER.....	12
7.10 SECRETARY.....	12
SECTION EIGHT - NOTICES.....	13
8.01 METHOD OF GIVING.....	13
8.02 COMPUTATION OF TIME.....	13
8.03 OMISSIONS AND ERRORS.....	13
8.04 ENACTMENT OF AND AMENDMENT TO BY-LAWS.....	13
8.05 REPEAL OF PRIOR BY-LAWS.....	13

NORTH YORK TENNIS ASSOCIATION BY-LAW NUMBER ONE

A by-law relating generally to the transaction of the affairs of the NORTH YORK TENNIS ASSOCIATION.

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

SECTION ONE - INTERPRETATION

1.01 DEFINITIONS.

In this by-law and all other by-laws and special resolutions of the North York Tennis Association, unless the context otherwise requires:

ASSOCIATION means the North York Tennis Association, a corporation incorporated under the laws of Ontario;

BOARD means the Board of Directors of the Association;

NORTH YORK COMMUNITY TENNIS CLUBS are clubs authorized to operate in city parks with the approval of the City of Toronto;

DIRECTOR means a duly elected member of the Board whether elected or appointed ex officio;

DUES mean the dues payable annually by Members of the Association as provided for in the by-laws of the Association from time to time in force;

ADMINISTRATOR is a staff member, appointed by the Board;

1.02 VARIATIONS IN NUMBER AND GENDER.

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

SECTION TWO - BUSINESS OF THE ASSOCIATION

2.01 PURPOSE.

The Association is the governing body for community tennis clubs in the City of Toronto, North York Division, in accordance with North York Community Tennis Club Operating Regulations as amended from time to time and shall provide services to promote the growth of tennis.

2.02 HEAD OFFICE.

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

2.03 SEAL.

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

2.04 FINANCIAL YEAR.

The financial year of the Association shall end on the 30th day of September in each year or as determined by the Board.

2.05 BANKING ARRANGEMENTS.

The banking business of the Association shall be transacted with such chartered bank and/or other financial institution as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the Board may from time to time prescribe or authorize.

2.06 EXECUTION OF INSTRUMENTS.

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

Cheques may be signed by any two of the following persons; an Officer, the Administrator and a staff person as authorized annually by the Board by resolution.

2.07 BORROWING AND SECURITIES.

The Board on behalf of the Association may from time to time:

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

SECTION THREE - MEMBERSHIP OF THE ASSOCIATION

3.01 MEMBERS.

The members shall consist of the applicants for the incorporation of the Association, North York Community Tennis Clubs, private, commercial, and other tennis clubs and such other individuals and tennis clubs as are admitted as members by the Board.

There shall be three classes of membership, as follows:

- (i) **FULL MEMBERS** being North York Community Tennis Clubs, which shall be entitled to one vote each at all meetings of members of the Association;
- (ii) **ASSOCIATE MEMBERS** being private, commercial, and other tennis clubs which shall be entitled to notice of, and to attend at all meetings of members. Associate Members shall not be

entitled to vote on any matter other than those affecting league or tournament play.

- (iii) **INDIVIDUAL MEMBERS**, being persons over the age of eighteen while holding the position of a Director of the Association, who shall not be entitled to vote at, but shall be entitled to notice of, and to attend all meetings of members.

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

3.02 SUSPENSION OF MEMBERSHIP.

Membership may be suspended or cancelled by a majority vote of the Board (subject to the prior approval of the City of Toronto in respect of North York Community Tennis Clubs) for non-compliance to this by-law or any other rules and regulations. The Association shall notify in writing such member of the reason for suspension or cancellation. A member may appeal such a decision of the Board at a meeting of the Board.

3.03 DUES.

Dues payable by members shall be set by the Board from time to time and will become effective when approved at an annual or general meeting by simple majority. *The NYTA membership shall be the same for all Members and all NYTA Clubs must be members of the Ontario Tennis Association.*

Dues are payable as billed. A member shall be in default if these are not paid when due and shall automatically cease to be a member if unpaid thirty days after notification of default. Any member in default may be re-instated as a member on full payment of all unpaid dues or fees.

SECTION FOUR - MEETINGS OF MEMBERS

4.01 ANNUAL MEETINGS.

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

The agenda of an annual meeting shall include;

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

4.02 GENERAL MEETING.

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

A general meeting of members may also be called by one tenth or more of the Full Members as provided in the Corporations Act.

4.03 NOTICES.

No public notices nor advertisement of annual or general meetings shall be required but notice of time, place, agenda (and proposed changes in letters patent or by-laws) of every such meeting shall be sent to each member by prepaid mail not less than 21 days before the time fixed for the holding of such meeting.

4.04 PERSONS ENTITLED TO BE PRESENT.

The persons entitled to be present shall be the members, two delegates for each Full or Associate Member, the Auditor, the Administrator, and any other person so invited with the consent of the Board of the Association or with the consent of the meeting.

4.05 QUORUM.

For the transaction of business at any meeting of members, the quorum shall be a simple majority of Full Members.

4.06 RIGHT TO VOTE.

At any annual or general meetings of members the President of each voting member in good standing in attendance or his duly appointed delegate by proxy shall be entitled to one vote per club, with Full Members allowed one vote on any issue and Associate Members one vote per club only on issues affecting league and tournament play as defined in section 3.01. Proxy forms must be deposited with the Administrator prior to the meeting.

4.07 VOTING PROCEDURE.

At all meetings of members, the Chair shall determine which members as defined in Section 3.01 may vote on matters in question. Every question shall be decided by a majority of the voting members on the matter before the meeting. In order to vote, the member will be present or represented by proxy unless otherwise required by the by-law of the Association or any law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a voting member. Upon a show of hands, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

If a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Association 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.

4.08 SCRUTINEERS

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

4.09 ADJOURNMENTS.

Any meeting of the Association or of the Directors may be adjourned at any time, and from time to time and business may be transacted at an adjourned meeting as might have been transacted at the

original meeting from which such adjournment took place. No notice shall be required of any adjournment. Adjournment may be made notwithstanding that no quorum is present.

SECTION FIVE - BOARD OF DIRECTORS

5.01 BOARD OF DIRECTORS.

5.01 Board of Directors 5.01 Board of Directors the Board shall consist of between five and nine Directors. A person is qualified to be a director provided he or she is a resident of the City of Toronto or, if not; up to two Directors may serve if they are a resident of a municipality within the Greater Toronto Area. Each member must be in good standing of a North York Tennis Association Summer club. No more than two directors shall be from the same member club.

Each Director, with the exception of the President of the North York Winter Tennis Club and the immediate Past- President of the North York Tennis Association who are ex-officio Directors, shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor has been duly elected and qualified. The North York Winter Tennis Club President will serve only in a non-voting capacity.

Each Director excluding the two ex-officio Directors, shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any full member. The full members of the Association may by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

5.02 INDEMNIFICATION.

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

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

5.03 VACATION OF OFFICE.

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) A receiving order is made against him, or he makes an assignment under the Bankruptcy and Insolvency Act.
- (b) An order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;

- (c) He is removed from office by a resolution of the full members as provided in section 5.01.
- (d) He resigns his office by notice in writing to the Association, and such resignation, if not effective immediately, becomes effective in accordance with its terms.

5.04 VACANCIES, BOARD OF DIRECTORS.

Vacancies on the Board may so long as a quorum of Directors remain in office, be filled by the Board from qualified members of a member club in accordance with Section 5.01 if the Board shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors remaining in office at the time, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

5.05 QUORUM AND MEETINGS, BOARD OF DIRECTORS.

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

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

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

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

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

5.06 POWERS AND RESPONSIBILITIES OF THE BOARD.

The Board shall direct the affairs of the Association. It is not, however, the intention that the Board shall manage the day- to- day operations of the Association but that these shall be managed by the Administrator.

The Board may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts as the Association is by its charter or otherwise authorized to exercise and do.

5.07 AGENDA OF BUSINESS AT BOARD MEETINGS.

At each meeting of the Board, the Board shall receive and review the minutes of the last meeting of the Board, and in addition shall receive reports from the President and Treasurer, and from such other Officer or staff person of the Association as the Board shall determine and shall transact such other

business as may properly come before the meeting.

5.08 THE CHAIR.

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

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

5.09 ERRORS IN NOTICE, BOARD OF DIRECTORS.

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

5.10 VOTING, BOARD OF DIRECTORS.

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

5.11 REMUNERATION OF DIRECTORS.

The Directors shall not be entitled to any remuneration for acting as such. The Directors shall, however, be entitled to be reimbursed for travelling and other expenses properly incurred in connection with such office. Nothing herein contained shall, however, preclude any Director from serving the Corporation in any other capacity and receiving remuneration, therefore.

5.12 PROXIES.

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

5.13 HONORARY DIRECTORS.

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

5.14 CONFLICT OF INTEREST.

A Director must declare a conflict of interest on any matter or discussion with which he has an actual or perceived conflict. A Director who is on a club executive must not present to the Board any matter pertaining to his club for consideration by the Board except with the permission of the Board.

If in a situation the Chair decides that such a conflict exists, the Chair shall request the Director to leave the meeting for the duration of the discussion of the issue.

SECTION SIX - NOMINATIONS OF OFFICERS AND DIRECTORS

6.01 NOMINATING COMMITTEE.

There shall be at all times a nominating committee consisting of a Chair, appointed by the Board (the immediate Past-President if available) and two other members of the Board appointed by the Chair in consultation with the President. The nominating committee shall meet as often as required or at the call of any one of its members to consider persons for election to the Board of the Association. The names of persons nominated for election and their member clubs shall be presented to the Board for approval prior to the general meeting at which the election of Directors shall take place.

The Board may, from time to time, elect up to two additional persons as it sees fit, and such additional persons shall be members of the committee at the pleasure of the Board.

6.02 OTHER COMMITTEES.

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

6.03 QUORUM OF COMMITTEES.

Each committee shall adhere to the quorum requirements and voting procedures as set out in this by-law for the Board of Directors.

SECTION SEVEN OFFICERS AND EMPLOYEES OF THE ASSOCIATION

7.01 OFFICERS.

The following persons shall be the Officers of the Association; the President, two Vice-Presidents, the Treasurer and the Secretary and such other Officers as the Board may from time to time determine.

The officers shall be elected by the Board from its members at the first Board meeting after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

In the election of officers, the President and two Vice-Presidents shall, at the time of their election, be members in good standing of a North York Community Tennis Club.

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

7.02 VACANCIES.

If one of the offices of the Association becomes vacant, however caused, such vacancy shall be filled by the Board.

7.03 TERM OF OFFICE.

The President and Treasurer shall hold office at the pleasure of the Board, subject to a maximum of five consecutive years in those positions. All other Officers elected by the Board shall hold office at the pleasure of the Board.

7.04 BOOKS AND RECORDS.

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

7.05 EMPLOYEES.

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

7.06 TERM OF EMPLOYMENT.

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

7.07 PRESIDENT.

The President shall, when present, preside at all meetings of member clubs, or of the Board and shall appoint committees on behalf of the Board not otherwise provided for in this by-law. The President shall be charged with the general supervision of the operations of the Association and is an ex-officio member of all committees except the nominating committee of the Association. The President shall represent the Association in all matters dealing with city and provincial relations.

In the absence of the President, the duties of the President will be taken by a Vice-President who shall be designated by the President and failing such designation the Board shall make the election.

7.08 VICE-PRESIDENTS.

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

7.09 TREASURER.

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

7.10 SECRETARY.

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

SECTION EIGHT - NOTICES

8.01 METHOD OF GIVING.

Any notice, communication or other document to be given by the Association to a Member, Director, Officer, or Auditor of the Association under any provision of the letters patent or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if mailed by prepaid post in a sealed envelope addressed to him at his last address shown on the records of the Association, or if sent by fax, telegraph or e-mail. Notices, communications, or other documents to members shall be delivered, mailed, telegraphed, e-mailed, and faxed to the club President or other person named by the member club.

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

Any notice, communication, or other document to be given to the Association shall be sufficiently given if delivered by mail, after four working days of being deposited in a post-office or public letter box or if by other communication, electronic or otherwise, the day following the sending of such notice.

8.02 COMPUTATION OF TIME.

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

8.03 OMISSIONS AND ERRORS.

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

8.04 ENACTMENT OF AND AMENDMENT TO BY-LAWS.

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

8.05 REPEAL OF PRIOR BY-LAWS.

All prior by-laws and other enactments of the Association heretofore enacted or made are repealed, provided that such repeal shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law or other enactment.

ENACTED this 7th day of February 2022.

WITNESS the corporate seal of the Association.

(Corporate Seal)

Signatures:

Howard Sahuvar
President

Tania Tang
Secretary