

100 YEARS OF TENNIS 1912-2012



**LAWRENCE PARK TENNIS CLUB**

**BYLAW 1 UNDER THE CORPORATIONS ACT, ONTARIO AND THE ONTARIO  
NOT FOR PROFIT CORPORATIONS ACT, 2010**

**APPROVED  
December 07, 2019**

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**LAWRENCE PARK TENNIS CLUB CONSTITUTION  
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**LAWRENCE PARK TENNIS CLUB CONSTITUTION**  
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PROFIT CORPORATIONS ACT 2010**

**INTRODUCTION**

A by-law relating generally to the conduct of the affairs of the Lawrence Park Tennis Club. This Bylaw is not in itself a complete codification of the provisions of the Act. Reference to both the Bylaw and the Act should be made to ensure that all relevant legal requirements have been complied with.

**NAME**

The Corporation shall be known as the Lawrence Park Tennis Club

**HEAD OFFICE**

The head office of the Corporation is situated at the premises of the Club at 51 Alexander Muir Road in Lawrence Park, in the City of Toronto, in the Province of Ontario, M4N 0A3.

**CLUB RELATIONSHIP WITH THE CITY OF TORONTO**

The Club will at all times comply with the policies and laws of the City of Toronto which are applicable to tennis clubs.

**1. GENERAL**

**1.01 Definitions**

- a. "Act" means The Corporations Act, Ontario, currently in force; and when proclaimed in force, the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time
- b. "Board" means the Board of Directors of the Corporation
- c. "Bylaws" means this bylaw (including the schedules to this bylaw) and all other bylaws of this corporation which are, from time to time, in force
- d. "Chair" means the Chair of the Board
- e. "Corporation" means Lawrence Park Tennis Club, a not-for-profit corporation incorporated under the laws of the Province of Ontario by Letters Patent dated October 29, 1973.
- f. "Club" is synonymous with "Corporation"
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called
- h. "Member" means a member of the Corporation
- i. "Members" means the collective membership of the Corporation
- j. "Review Engagement": a review that can be done in place of an audit in certain circumstances. It is a review of a Corporation's finances performed by a person permitted to do so under the *Public Accounting Act, 2004*, who must also be independent. It involves enquiry, discussion and analysis to make reasonably sure that a corporation's financial statements are in order. It is less extensive than an audit, and as a result, generally less expensive

## 1.02 Interpretation

Other than as specified in Section 4, all terms contained by this Bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.3. Severability and Precedence

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## 1.04 Copy of Bylaw

Every Member of the Club shall be entitled to receive a copy of the Bylaw 1 of the Club on request. A copy of the Club's Bylaw will also be available to Members on the Club's website.

## 1.4. Execution of Contracts, etc.

- a. Contracts, deeds, transfers, assignments, obligations and other instruments in writing requiring execution by the Club shall be signed by two of its Directors as follows:

	<b>Contract type</b>	<b>Signing Authority</b>
1	Maintenance contracts	Treasurer plus another Director as per procedures in
2	Telecom, and Services	Treasurer plus another Director as per procedures in the Club Operations Manual
3	Club Pro and tennis Instructors	Vice President and President
4	Club Monitor	Vice President and President

- b. Any contract described above, made on behalf of the Club, that is not executed in the manner set out above shall not be binding on the Club.
- c. In addition the Board may from time to time direct the manner in which and the person by whom any other document or type of document shall be executed. Any Director may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.
- d. The Board shall ensure that all contracts are made at arm's length.
- e. All Directors shall get prior agreement from the President before making any financial commitments for the Club.

## 2. MEMBERS

### 2.01 Classes of Members

The Classes of Members in the Club shall be as follows:

- a. "Adult Member" means a person who has become a Member of the Club as outlined in paragraph 2.04 and who is 23 years of age or older as of January 1 of the year admitted. Each Adult Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled to vote on any vote taken at a meeting of Members.

- c. "Intermediate Member" means a person who has become a Member of the Club as outlined in paragraph 2.04 who is 17 to 22 years of age as of January 1 of the year admitted. Each Intermediate Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled to vote on any vote taken at a meeting of Members.
- d. "Junior Member" means a person who has become a Member of the Club as outlined in paragraph 2.04 and who has not had a 17<sup>th</sup> birthday as of January 1 of the year admitted. Junior Members shall not be entitled to attend or to vote at meetings of Members.

## 2.02 Special Status of Above Classes of Member

- a. "Honorary Annual Member" means a person who has been granted Adult membership in the Club for one year without payment of fees by resolution passed by the Board. These memberships are granted for exceptional service to the Club by a Member during the previous year.
- b. "Honorary Life Member" means persons who were granted an Adult life membership in the Club without payment of annual fees by resolution passed by the Board. All existing individuals with Honorary Life Membership status are grandfathered under the Constitution/ Bylaw and no new individuals will be admitted to this group of adult members effective October 31, 2015.
- c. "Holding" status refers to a person who has previously been a member of the Club as outlined in paragraph 2.04 and who is unable for reasons of health or travel or personal circumstance to be an active playing member of the Club in the current year. Application for holding status for the year must be made during the normal membership renewal process and is not granted mid-season. During the renewal period, prior to the registration due date, Members on holding status from prior seasons may renew without payment of the administration fee either as Adult or Intermediate members in the Club or, if they choose, as Holding status members. Holding status members may attend Club social activities but do not have court privileges and shall not be entitled to vote at meetings of Members.

## 2.03 Fees

The Board shall annually on or before March 15<sup>th</sup> in each year:

1. Determine the fees for Adult, Adult, Intermediate and Junior Members for such year.
2. Determine the Administration Fee, if any, to be paid by each applicant for Adult membership.
3. Determine the fees for Adult or Intermediate Members to put their memberships on the Holding status for such year.
4. Determine the per diem Guest Fee.

## 2.04 Admission of Members

- a. The Board shall on or before March 15<sup>th</sup> in each year determine the maximum number of Members for each class of Members for such year having regard to the City of Toronto Parks, Forestry & Recreation Department guidelines in effect at the time in question.
- b. On or before March 15 of each year, the Club shall distribute by mail or email to each Member of the Club a notice setting out:
  - The amount of fees for registration as determined under paragraph 2.03 of this Bylaw 1
  - The date (hereinafter called the "Registration Date") on or before existing Members of the Club must give written notice of their intention to register in the Club for the current year (i.e. the completed Application Form)

- The address to which Members of the Club shall send Application Forms and payment or the website address at which they can register and pay online.
- c. Membership is on an annual basis and expires on the Registration Date for the upcoming year.
- d. The Board shall maintain a wait list for membership in accordance with the City of Toronto Policy for Outdoor Tennis Clubs. It must be kept in strict sequence by the date the application is received and shall be available on request.
- e. The Board shall fill any vacancies from the wait list in accordance with the City of Toronto Policy for Outdoor Tennis Clubs. If all vacancies cannot be filled memberships will be accepted on a first come, first served basis. All new Members must pay the Membership Fee and any Administration Fee which may be in effect at the time in question. If the Club rejects an application the applicant's fees shall be returned.

## **2.05 Privileges of Members**

- a. The Club shall place a nametag on the Clubhouse Tag Board for each person who is an Adult, Honorary Annual, Honorary Life or Intermediate Member.
- b. In addition to the other rights prescribed hereby each Member shall be entitled to use and enjoy the premises and facilities of the Club and to attend the functions thereof subject to such resolutions, rules and regulations as may be passed or made by the Board.
- c. Members may introduce guests to the facilities of the Club. On payment of a Guest Fee, guests will be allowed all privileges of the Club for one day. The same guest may be introduced up to a maximum of five times per season. Members can only bring 2 guests on any given day during the week.

## **2.06 Privacy of Members**

- a. Private information of members shall be maintained at all times consistent with the requirements of the Information and Privacy Commissioner (Ontario). Each Member of the Club, including each member of the Board, shall comply at all times with all applicable privacy legislation. The Board is responsible for analyzing any possible privacy breach. If it is determined that such a breach has occurred it may result in termination of the membership of any Member(s) who has caused such breach.
- b. The Club's records containing private information of members are kept in a physically separate environment as managed by the Membership Director. The electronic records of past members are deleted after 7 years. The paper records containing private information of members are destroyed after 7 years, with the exception of the annual Members' Directory, for archival purposes.

## **2.07 Termination/Suspension of Membership**

- a. The interest of a Member in the Club is not transferable and lapses and ceases to exist upon death or when a person ceases to be a Member by resignation, non-payment of fees or otherwise in accordance with the Bylaw of the Club.
- b. 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 Board.
- c. Any Member who fails to comply with Bylaw 1 of the Club, the Code of Conduct, any rules of the Club, or who behaves in an inappropriate manner as a member may, at the discretion of the Board, be suspended or terminated from Club privileges or membership. Suspension will be for a prescribed period and on such terms as the Board shall determine. In the event of suspension or termination no refund of fees already paid shall be made.

- d. Terminations and Suspensions of Members from membership in the Club under (c) shall be by resolution of the Board. Notice of suspension or termination shall be in writing and sent by registered mail to the last known address of the Member being suspended or terminated. Suspension or termination of a Member shall take effect 15 days from the date of mailing of the Notice of Suspension or Termination.

### **3. DIRECTORS**

#### **3.01 Board**

- a. The Board shall manage the affairs of the Club within the terms of this Bylaw 1.
- b. Each duly elected Director must agree to assume one of the officer positions of the Club listed below; other than the position of Immediate Past President, a non-elected position.
- c. The Board shall consist of a **maximum** of thirteen (13) Members.
- d. The Board shall include a **minimum** of six (6) required Directors in the positions of:
  - President
  - Vice President
  - Treasurer
  - Secretary
  - Courts Director
  - Membership Director.
- e. The Board by resolution may amend the list of the 7 non-required positions as needed. The 7 non-required positions are:
  - Immediate Past President
  - Games Director
  - Social Director
  - House Director
  - Junior Program Director
  - Communications Director
  - Director at Large
- f. The Board must include the Immediate Past President on the Board as a full Director for a minimum period of one (1) year, being the year immediately following the year in which the Immediate Past President ceases to hold the office of President. Extension for one (1) or two (2) additional years beyond the one year period is determined by resolution of the Board.

#### **3.02 Qualification of Directors**

Every Director shall be 18 or more years of age; otherwise qualified to be a Director of the Club pursuant to the Act; shall be a fully paid-up Adult or Intermediate Member of the Club. Incumbents in the minimum six (6) required Director positions and in the Junior Program Director position shall have at least 2 years as a Member of the Club in good standing

#### **3.03 Election of Board**

- a. The election of Directors shall take place each year at the annual meeting.
- b. The President of the Club may serve on the Board as President for 3 consecutive 1-year terms after which he or she must resign as President. The same individual shall then serve on the Board for up to 3 consecutive 1-year terms as Past President. The maximum term of office on the Board for any individual serving as President and then Past President is six years.
- c. The other elected Directors may serve on the Board for 3 consecutive 1-year terms after which they must resign their positions. They may run again for any office for another period of 3 consecutive 1 year terms with the majority approval of the Board. The maximum period for serving is normally 6 consecutive years in total. However, if there is no candidate for an office,



- a board member who has completed their 6 years may run for that office for another 1-year term with the approval of a majority of the board.
- d. The Chair of the meeting shall conduct the election of Directors.
  - e. Two scrutineers shall be appointed by the Chair to assist in conducting the election. The scrutineers shall be entitled to vote.
  - f. A Nominating Committee of five Adult Members consisting of the President, two other Members of the Board and two other Adult Members of the Club who are not Members of the Board shall be appointed by resolution of the Board. A majority of the Nominating Committee shall approve the final slate of Directors. The Nominating Committee's choice of nominees is subject to the terms of service rules outlined above.
  - g. The Nominating Committee shall post a list of the Members selected by them for nomination at the head office of the Club at least two weeks before the date set for the annual meeting. Any Member with voting privileges may nominate other nominees by giving notice in writing to the President prior to the meeting, but first must ascertain that such nominees will stand for election. Any Member with voting privileges at such meeting may make further nominations and nominations shall not be closed until all Members with voting privileges present at the meeting have had an opportunity to nominate candidates. Voting shall be for those nominees only who have agreed to allow their names to stand.
  - h. 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 Board. All fully paid-up Adult and Intermediate Members of the Club shall be entitled to vote.
  - i. Voting shall be by secret ballot or proxy and the candidate receiving the highest number of votes for each office shall be elected. In the event of a tie vote a second ballot shall be taken with only those candidates involved in the tie vote standing for election. Members shall hold only one office at a time.
  - j. The Board shall, as long as there is a quorum of Directors then in office, fill any vacancy on the Board from among the qualified Members of the Club and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the vacating Director.

### **3.04 Removal of Directors**

The Members of the Club with voting privileges may, by resolution passed by a majority of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been duly given, remove any Director before the expiration of their term of office, except persons who are Directors by virtue of their office, i.e., the Past-President. The Members of the Club with voting privileges may by a majority of the votes cast at such meeting elect any Member with voting privileges for the remainder of the term. A Director who has been removed will also have their membership in the Club terminated. The termination will be effective on the date of the special meeting at which the removal resolution is passed.

### **3.05 Remuneration of Directors**

- a. The Directors of the Club shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position, but may be paid reasonable expenses incurred in the performance of their duties, assuming these expenses are within Club budget guidelines.
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - Considered reasonable by the Board
  - Approved by the Board for payment by resolution passed before such payment is

made and treated as a contractual agreement with the Club

- In compliance with the conflict of interest provisions of the Act

### **3.06 Meetings of Directors**

- a. Meetings of the Board may be held either at the head office of the Club or at any place within or outside of Ontario. The President or Vice-President or any other two (2) Directors may call a meeting of Directors at any time and the Secretary by direction of the President or Vice-President shall convene a meeting of the Directors.
- b. Notice of the meeting of Directors shall be distributed to each Director not less than seven days (exclusive of the day on which notice is given) before the meeting is to take place; provided always, that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
- c. A minimum of six meetings of the Board shall be held during the year. No business shall be transacted at any meeting of the Board unless there is a quorum of 40% of Board members, such quorum to include any two of the President, Vice-President, Secretary and Treasurer. After any meeting at which all of the Directors are not present, the Directors who were not present shall be advised in a timely manner of the business transacted at such meeting.
- d. The President, or in his/her absence, the Vice-President, shall be Chair of the meetings of the Board. In the absence of both President and Vice-President the Directors present shall elect one of those Directors present as Chair of the meeting by majority vote.
- e. Questions arising at any meeting of the Board shall be decided by a majority of votes. When a conflict of interest issue arises during a Board vote, the Director or Directors concerned must inform the Board and abstain from the discussion and from voting.
- f. Each Director has one vote. In exceptional circumstances, a specific portfolio may require two Directors. Such co-shared portfolios are to be voted at the AGM. Two Directors sharing an office shall both be entitled to vote.
- g. Questions arising in between meetings of the Board, which require an immediate decision, can be decided by a majority of votes by email. In these cases email votes for all Members of the Board must be copied to everyone on the Board. If a Board Member does not have email he/she must be advised of the vote, and the reasons for the vote, by the Secretary. The Secretary shall then record that Board Member's vote and advise the rest of the Board of the results of the voting by email or telephone. Such decisions should be captured in the minutes of the next formal meeting of the Board.
- h. All decisions related to creation or revision of Club policies, not included in the Bylaw, shall be made with the approval of the Board.

### **3.07 Indemnities to Directors and Others**

Subject to the applicable provisions of the Act in force from time to time, the Corporation shall indemnify Directors of the Corporation, former Directors of the Corporation or individuals who act or acted at the Corporation's request as a Director, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the corporation or other entity.

### **3.08 Protection of the Directors**

- a. No Director or committee member of the Corporation shall be liable for the acts, neglects, or defaults of any other Director, committee member or employee of the Corporation or for

joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided they have:

- Complied with the Act and the Corporation's articles and Bylaws and
  - exercised their powers and discharged their duties in accordance with the Act.
- b. Directors of the Club 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 the Club, except such as shall have been submitted to and authorised or approved by a quorum of the Board.

### **3.09 Roles and Responsibilities of Directors**

- a. For a description of the roles and responsibilities of the Directors see the Operations Manual of the Club
- b. The positions of Club Directors have been moved to 3.01 (d) and 3.01 (e).

## **4. COMMITTEES**

- a. The Board may from time to time constitute such committees, as it deems necessary to assist the Directors in carrying out the affairs of the Club and shall prescribe the duties of any such committees
- b. The Board may dissolve any Committee by resolution at any time.

## **5. MEETINGS OF MEMBERS**

### **5.01 Annual meetings**

- a. The Annual meeting of the Members shall be held at any place within Ontario during the six months following the fiscal year end on such day and such time as the Directors may by resolution determine. Any Member, on request shall be provided, not less than ten days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.
- b. The order of business at Annual meetings shall include the following:
- Call to order
  - Confirmation of Quorum
  - Reading and adoption of minutes of the previous Annual General Meeting
  - Business arising out of the minutes
  - Treasurer's report of the current year Financial Statements

- Business arising out of the Treasurer's report
  - Appointment of the person conducting the Review Engagement for the Club and authorization of the Board to fix compensation for the next Review Engagement
  - Nomination and election of Directors
  - President's report and summary of Director and Committee reports
  - Member Q&A
  - New Business: (if any)
  - Adjournment
- c. Member's proposals under New Business should be given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

### **5.02 Special Meetings**

Other meetings of the Members (to be known as "Special Meetings") may be convened by order of the Board to be held at any date and time at any place within Ontario. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days of the date of the deposit of the requisition.

### **5.03 Notice**

A formal notice stating the day, hour and place of meeting and general nature of business to be transacted should be distributed by mail or email by the Secretary to each Adult and Intermediate Members of good standing, including those on Holding status, and to the auditor or reviewer who audits or reviews the finances and management practices of the Club at least thirty days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting directed to such address of each such Member as appears in the records of the Club or if no address is given therein, then to the last known address of each Member, provided always that a meeting of Members may be held for any purpose at any date and time and at any place within Ontario without notice if all the Members are present in person at the meeting or if all the absent Members shall have signified their consent in writing to such meeting being held. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

#### **5.04 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 accountant who reviews the finances of the Club shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

#### **5.05 Chair**

The President or in his/her absence the Vice-President shall act as Chair of such meetings of Members. In the absence of the President and the Vice-President the Members with voting privileges present at any meeting of Members shall choose another Director as Chair and if no Director is present or all Directors present decline to act as Chair the Members with voting privileges present shall choose one of their Members to be Chair.

#### **5.06 Voting**

- a. Business arising at any Member's meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:
- b. Each Member with voting privileges shall be entitled to one vote at any meeting
- c. Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member shall have a vote
- d. An abstention shall not be considered a vote cast
- e. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such a manner as the Chair of the meeting shall direct
- f. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost
- g. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion

#### **5.07 Quorum**

- a. A quorum for the transaction of business at a Members' meeting is 20% of the Members entitled to vote at the meeting, whether present in person or by proxy.
- b. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **5.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are Adult Members and Intermediate Members (including those on Holding status), the Directors, the auditor (or the person who has been appointed to conduct a review engagement) and others who are entitled or required under any provision of the Act or the articles to be present. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **6. FINANCIAL**

### **6.01 Budget**

All expenditures shall comply with the annual budget estimates prepared by the Treasurer in conjunction with the Directors prior to the beginning of the season. The estimates are subject to change during the year with such changes approved by the President and Treasurer. If a Board Member wishes to make expenditures that exceed the budget estimates for their function, they must first have those expenditures approved by the Board. Board Members shall provide detailed invoices for all expenditures to the Treasurer prior to re-payment.

### **6.02 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 the Treasurer and President or Vice-President or Secretary, or such other persons as the Board may from time to time designate by resolution.

### **6.03 Banking Arrangements**

- a. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- b. The execution of banking transactions must comply with the procedures outlined in the Club's Operations Manual as approved by resolution of the Board.

### **6.04 Audit/Annual Financial Review Engagement**

Each year the Board shall select an auditor of a corporation or a person appointed to conduct a review engagement of a corporation. He/she shall examine the financial statements that are required by the Act to be placed before the Members as is necessary. The auditor or other person will report on the financial statements at the Annual Meeting. The auditor or person conducting the review engagement must be independent of the Corporation, any of its affiliates, and the Directors of the Corporation and its affiliates. The fiscal year of the Club shall terminate on the 31<sup>st</sup> day of October, in each year or on such other date as the Directors may from time to time by resolution determine.

### **6.05 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 Board Members.

## **7. HIRING OF STAFF**

- a. All staff should be independent contractors and not employees. Tennis professionals including the Pro must be independent contractors. Contracted professional teaching staff and the Club Monitor shall not be Members of the Club.
- b. Interviewing of club monitors shall be done by the Directors to whom they report. Hiring shall be done by the President and Vice-President. Interviewing and hiring of any other staff shall be done by the President and Vice President. Interviewing and hiring of tennis professionals shall be done by the President and Junior Program Director.
- c. The Board shall be informed of any contractor hired and shall approve fees for all contractors.
- d. All contracts and agreements with staff hired by the Club must be executed in the manner provided for in Section 1.05 of this Bylaw.

## 8. CONFLICT OF INTEREST

- a. A conflict of interest refers to a situation in which private interests or personal considerations may affect a person's judgement in acting in the best interest of the Club. It includes using their position, confidential information or Club material or facilities for private gain or advancement or the expectation of private gain or advancement. Private gain may not be limited to financial gain. A conflict may occur when an interest benefits any member of the employee's family, friends or business associates.
- b. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Such disclosure should be made if the Director believes, or reasonably can anticipate others to believe that he/she or a family member may have a potential conflict of interest. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- c. The Board has an obligation to review any possible violation related to conflict of interest and if necessary take disciplinary action, which may or may not result in the removal of the Director involved. This includes any possible violation identified either by the Board or by one of the Members. Legal assistance in determining conflict of interest is required.

## 9. CLUB RECORDS

Club records must be kept in accordance with the requirements of the Act in force at the relevant time. For details relating to Club records refer to the Club's Operations Manual.

## 10. CONSTITUTION/BYLAWS CHANGES

- a. The Members with voting privileges may amend this Bylaw by a majority of votes cast at the annual general meeting of Members either present or by proxy, provided the Members have been given notice as provided for in this Bylaw 1 at least thirty days in advance of the proposed meeting at which the Bylaw 1 is to be amended as well as a summary of the amendments to be presented to the meeting of Members for their approval.
- b. Members wishing to propose amendments at the annual general meeting shall provide a summary of that proposal to the Board sixty days prior to the meeting.
- c. The Board may, from time to time, in accordance with the Act, amend this Bylaw, provided that such amendments are presented to the Members for ratification at the next annual meeting of Members. The Board shall notify the Members of any such amendments passed by the Board within ten (10) business days of the enactment of such amendments by the Board.

### References:

To view the Draft Bylaw for Ontario NFP Corporations, that is a model for NFPs to follow, go to <http://www.sse.gov.on.ca/mcs/en/Pages/onca6.aspx>.

To view the full 2010 NFP Corporations Act go to [http://www.e-laws.gov.on.ca/html/statutes/english/elaws\\_statutes\\_10n15\\_e.htm](http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_10n15_e.htm).

To view the older Corporations Act that the above will replace go to [http://www.e-laws.gov.on.ca/html/statutes/english/elaws\\_statutes\\_90c38\\_e.htm](http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_90c38_e.htm).