

FIRST BY-LAW OF FAIRVIEW TENNIS CLUB

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of Fairview Tennis Club.
BE IT ENACTED as a by-law of Fairview Tennis Club as follows:

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

2- SEAL. The seal an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3- AIMS AND OBJECTIVES.

a. To develop community spirit and encourage sportsmanship and good fellowship amongst all participants to the betterment of their physical, mental and social well-being.

b. To promote the fullest use of available tennis facilities to as large a segment of the residents of the City of Mississauga as possible.

c. Fairview Tennis Club is a non-profit club providing opportunities for members to play both recreational and competitive tennis in the City of Mississauga.

4- REGISTERED GROUP. The Club will be a Registered Community Group with the City of Mississauga Community Services Department.

5- BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a board of five to ten directors to be decided at each annual general meeting, each of whom, at the time of his election or within ten days thereafter, and throughout his term of office, shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election shall be conducted in a democratic manner and may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation 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 person in his stead for the remainder of his term. Any member age 18 and over may be nominated and run for any position on the board of directors. No director shall be an undischarged bankrupt.

6- VACANCIES, BOARD OF DIRECTORS. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but, if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7- QUORUM AND MEETINGS, BOARD OF DIRECTORS. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meetings 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. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered or telephoned to each director not less than one day before the

meeting is to take place. 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 a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

8- ERRORS IN NOTICE, BOARD OF DIRECTORS. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

9- VOTING, BOARD OF DIRECTORS. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if demanded by any director present, but, if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman 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, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

10- POWERS. The directors of the Corporation may 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, may exercise all such other powers and do all such other acts and things as the Corporation, by its charter or otherwise, authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and any other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such considerations and upon such terms and conditions as they may deem advisable.

11- REMUNERATION OF DIRECTORS. The directors shall receive no remuneration for acting as such.

12- OFFICERS OF CORPORATION. There shall be a President, a Vice-President, an Associate Vice-President, a Secretary and a Treasurer or, in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the board of directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and, in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

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

14- DUTIES OF SECRETARY. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

15- DUTIES OF TREASURER.

a. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors. He shall balance the books and, at the end of the season, shall submit a financial statement for presentation at the annual general meeting.

b. Banking arrangements – Signing officers shall be the President, Vice-President, Associate Vice-President, Secretary and Treasurer. Cheques shall bear the signatures of any two of the signing officers (no two persons from one family shall have signing authority). All accounts of the Corporation shall be paid by cheque.

c. Annual expenditures shall be authorized by a resolution of the board of directors.

16- DUTIES OF 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 of directors requires of them.

17- EXECUTION OF DOCUMENTS. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

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

19- MEMBERSHIP. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals as are admitted as members by the board of directors. Memberships expire on March 31st each year. Membership will be open, on a first come, first served basis, to any resident of Mississauga. Preference shall be given to Mississauga residents. All members must pay annual fees and agree to abide by the rules and regulations set by the Corporation.

[Classification of Members](#)

a. Membership shall be Junior and Senior, dependent on the member's age and membership fee paid.

b. A Senior member is a member who has paid the Senior membership fee.

c. A Junior member is a member who has paid the Junior membership fee.

d. A member must be considered a Senior member when he/she reaches the age of 18 as of January 1st of the playing year.

Any member who in the opinion of a majority of the board of directors has breached the rules of the club, may at a meeting duly called for that purpose be suspended from the club or have his membership revoked. The decision of the board of directors is final. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

20- DUES. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors.

21- ANNUAL AND OTHER MEETINGS OF MEMBERS. A minimum of one Annual General Meeting shall be held in the course of any one year. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint, within two months following the end of the Corporation's fiscal year. The Annual General Meeting shall be held no later than December 30" of each year. Additional general membership meetings can be requested of the board by a minimum of 10% of the members of the Corporation by notifying the secretary in writing to this effect. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail not less than ten days before the time fixed for the holding of such meeting; and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

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

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

24- QUORUM OF MEMBERS. A quorum for the transaction of business at any meeting of members shall consist of not less than **twenty-five senior members** present in person.

25- VOTING OF MEMBERS. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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. The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

26- FINANCIAL YEAR. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

27- CHEQUES, ETC. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation. Any one of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

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

29- NOTICE. Whenever, under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid. For the purpose of sending any notice, the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

30- BORROWING. The directors may from time to time borrow money on the credit of the Corporation. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan thereof, with power to vary or modify such arrangements, terms and conditions and generally to manage, transact and settle the borrowing of money by the Corporation.

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

32- BY-LAW AMENDMENTS. These by-laws may be amended only by a resolution passed by a **two-thirds vote** of the members present at a General Meeting duly called for the purpose. A copy of the proposed resolution shall be included with the notice of such meeting.

33- PROXIES. Proxy votes are not allowed.

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

35- INDEMNITY. The Corporation will indemnify any director for any cost arising from a lawsuit about any action which occurred in the scope of his role as a director.

36- CONFLICT OF INTEREST. If an Officer/Director has or suspects he/she has a conflict of interest, direct or indirect, in any matter and is present at a board meeting, the Officer/Director shall disclose the conflict of interest, not take part in the discussion or vote, not influence the vote of others, or leave the meeting when the matter is under consideration. If an Office/Director is not in attendance at the meeting where a conflict of interest arises, he/she shall disclose the conflict of interest at the first meeting attended by the said Officer.

37- CODE OF CONDUCT. Officers, Directors, 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, 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 information received in the course of Board meetings and activities, and not disclose official information or documents acquired through membership of the board, other than as 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 suspicion thereof should be reported through the mechanism for resolution of complaints indicated below.

38- THE MECHANISM FOR RESOLUTION OF COMPLAINTS. A complaint should be brought forward to President or his designated officer in writings. The President or his designated officer will follow up with the complainant to further discuss the nature of the concern and obtain further information/details or to respond in an immediate fashion if urgency is required. If required, the President or his designated Officer will present the case to the Board of Directors and the Board will review the complaint at its next board of directors meeting and within thirty (30) days of receipt of the written complaint. The board of directors will determine the nature of the complaint with all the evidence and then determine the most appropriate response and/or action. A response to the complainant will be provided within fifteen (15) days of the board meeting at which the matter was discussed. The decision of the board is final.

These by-laws shall be effective upon (and only upon) their being confirmed, with or without variation, by at least two-thirds of the votes cast at a General Meeting of members. These by-laws supercede any constitution and/or by-laws (and any amendments thereto) that may have previously been confirmed by the members.