

By-law No 12 of The Orangeville Tennis Club

1.0 Introduction

- 1.1 A By-law related to the conduct of affairs at the Orangeville Tennis Club under the Corporations Act, Ontario and the Ontario Not-For-Profit Corporations Act 2010 otherwise known as the Act. The name of the corporation is the Orangeville Tennis Club, often referred to as OTC and will be hereinafter referred to as the “Club”. Reference shall be made to both the “By-law” and the “Act” for relevant legal requirements.

2.0 Repeal of General Operating By-law No. 11

- 2.1 General Operating By-law No.11 enacted on the 1st day of November 2003, is hereby repealed and replaced with this By-law, herein effective immediately upon confirmation of the Members.
- 2.2 This will be the first By-law of OTC under the Ontario Not-For-Profit Corporation Act 2010, proclaimed in force on October 19, 2021.
- 2.3 The repeal of the previous By-law No. 11 shall not affect the previous operations of such By-law or affect the validity of any act done or right privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to that General Operating By-law No.11 prior to its repeal. All Directors and Officers acting under the repealed General Operating By-law No.11 shall continue to act as if appointed under the provisions of this By-law. All Board or Members Resolutions, with continuing effect passed under the repealed General Operating By-law No.11 shall continue to be valid, except to the extent they are inconsistent with this By-law.

3.0 Definitions:

- 3.1 In this By-law the following terms shall have the following meanings:
- (a) “Act” means the Not-For-Profit Corporations Act 2010 (Ontario) and, where the context requires, includes regulations made under it, as amended or re-enacted from time to time.
 - (b) “Benevolent Fund” means a separate fund maintained by the Club from specific Member contributions and contributions from membership fees as voted on by the Board. The fund shall be for the purpose providing financial aid for club fees, programs, camps and equipment for youth and adults in need that meet the criteria established by the Benevolent Fund Committee. Specific cases of financial aid to be approved by the Board.

- (c) “By-laws” means this By-law and all other valid and in force By-laws of this Club.
- (d) “Board” means the board of directors of the Orangeville Tennis Club and “Member of the board” shall mean a Member duly elected by the Adult Members to serve on the Board.
- (e) “Chair” means chair of the Board,
- (f) “Club Maintenance Fund” means a separate fund maintained by the Club from specific Member contributions and contributions from membership fees for the purpose of general maintenance and improvement of the Club infrastructure including but not limited to tennis courts, clubhouse and fences.
- (g) “Club” means the Orangeville Tennis Club that was incorporated by Letters Patent granted by the Province of Ontario on the 6th day of October 1977, dissolved on September 3, 1994, and subsequently revived by a Revival Order dated August 3, 1999.
- (h) “Director” means an individual occupying the position of director of the Club by whatever name he or she is called.
- (i) “Member” means a Member of the Club.
- (j) “Members” means the collective membership of the Club; and
- (k) “Officer” means an Officer of the Club
- (l) “membership season” April 1-March 31

Interpretation

3.2 All terms contained by this By-law 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.

3.3 Every Member of the Club shall be entitled to receive an electronic copy of the By-law and Constitution of the Club on request.

4.0 Memberships

Classes of Membership

4.1 Membership in the Club shall consist of four (4) classes of Members: Adult, Student, Junior and Honourary (any of which may be part of a Family membership).

4.2 Membership in the Club will include the incorporators named in the articles until such time as their membership ends.

Adult Membership

- 4.3** Adult Members shall be individuals who are 18 years of age and have an Adult membership (either as a single or part of a Family membership) in the Club who are not eligible for the Student membership. The term of membership of an Adult Member shall be until March 31 of the following year. Each Member of the Adult class is entitled to receive notice of, attend, and vote at all Members' meetings, and each Member of the Adult class will be entitled to one (1) vote at such meetings. Member of the Adult class cannot transfer to other classes.

Student Membership

- 4.4** Student Members shall be individuals who have applied and been accepted for Student membership in the Club. To be a Student Member you must be 18 years of age and be enrolled in a full time post secondary education program and be 25 years of age or younger. The term of membership of a Student Member shall be until March 31 of the following year. Each Member of the Student class is entitled to receive notice of, and attend, at all Members' Meetings. Each Member of the Student class is entitled to vote and will have one (1) vote at such meetings. Should a Member of a Student class no longer meet the requirements, they can transfer to an Adult class of membership upon payment of the difference in annual membership fees. Members of the Student class cannot transfer to other classes unless they cease to meet the requirements of the Student class and if so, upon payment of the annual membership fee difference, they may transfer to the Adult class of membership.

Junior Membership

- 4.5** Junior Members shall be individuals who have applied and been accepted for Junior membership in the Club (either as a single or part of a family membership). To be a Junior Member you must be under the age of 18 years of age. The term of membership of a Junior Member shall be until March 31 of the following year. Members of the Junior class are not entitled to vote but can attend Members meetings. Should a Member of a Junior class no longer meet the requirements, they can transfer to an Adult or Student class of membership upon payment of the difference in annual membership fees. Members of the Junior class cannot transfer to other classes unless they cease to meet the requirements of the Junior class and if so upon payment of the annual membership fee difference, they may transfer to the Adult or Student class of membership.

Honourary Memberships

- 4.6** A Member of the Board can nominate a Member as an Honourary Member who will not be required to pay membership fees. An Honourary Member must be person who has been a long-standing Member and served on the Executive / Board of Directors and contributed substantially to the Club's welfare. The nomination will be voted on by the Board of Directors. The Honourary membership will become effective for a lifetime. There shall be a maximum of five (5) Honourary Members selected each year. Each

Member of the Honourary membership class is entitled to receive notice of, attend, and vote at all Members' meetings, and each Member of the Honourary membership class will be entitled to one (1) vote at such meetings. Members of the Honourary Membership cannot transfer to other classes.

Memberships Fees & Optional Fees

4.7 The following provisions govern Club membership fees and numbers:

- (a) Membership fees are due and payable upon registration.
- (b) Membership fees will be established by the Board of Directors and a fee schedule for each year which will be posted on the website prior to registration. The Board can decide on the categories of fees such as Family, Adult, Student, Junior.
- (c) The Board of Directors has the option to limit the total membership at any time based on current facilities if they deem it necessary.
- (d) If membership is limited the Board shall maintain a wait list for membership. It shall be kept in strict sequence by the date of registration.
- (e) The Board of Directors can establish a guest fee should they deem it advisable for each year which will be posted at the clubhouse and on the website.

Optional Fees

4.8 The Board of Directors can determine an optional fee schedule each year and post it on the website and can voluntarily contribute to: a) Club Maintenance Fund; and/or b) The Benevolent Fund and other funds as determined by the Board. Such Member contributions shall only be used toward the purpose for each fund as defined in the definitions.

Membership Term and Termination

4.9 Memberships are terminated or suspended as set out below:

- (a) Memberships are annual and expire on March 31.
- (b) A Member may be suspended by majority vote of the Board of Directors for any infraction of the Constitution, By-laws or other rules of the Club, for any willful destruction of Club property or actions that cause deliberate harm. The Member will be notified in writing and the suspension shall last only until the next General Meeting, unless the Board of Directors vote to expel the Member for a longer period.
- (c) No cancellation or refund of dues shall be made if a Member resigns before the close of the fiscal year. Where exceptional circumstances arise, a refund will be

considered by the Board of Directors. A Member shall submit in writing the reason for the refund.

- (d) Memberships are not transferable to other parties. Membership ceases upon the death, resignation or otherwise in accordance with the By-laws of the Club.

Disciplinary Action or Termination of Membership

4.10 The Board of Directors must provide 15 days' written notice to a Member before passing any disciplinary resolution (which may include termination of membership). The Member receiving the disciplinary notice is entitled to give the Board of Directors an oral and a written submission addressing the disciplinary action or termination of membership not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the disciplined Member before making a final decision regarding disciplinary action or termination of membership. The notice will set out the reasons for the disciplinary action or termination of membership.

5.0 Privacy

- (a) The private information of all Members shall be maintained consistent with the requirements of the applicable privacy legislation. Each Member of the Club, including the Board, shall comply with all applicable privacy legislation.
- (b) The Club's registration records are kept as a secure file with access available only to the Executive and/or Registrar, if such positions exist.

6.0 Membership Meetings

6.1 The following sets out the Date/Location/Procedure for membership meetings:

- (a) The Annual Members Meeting will be held at the end of each playing season, the date to be set by the Board of Directors and to be no later than November 30 and shall be held within no later than fifteen (15) months after the last annual Members meeting.
- (b) All Club Members will be notified of the date and place of the meeting at least 10 days before the meeting but no more than 50 days prior to the meeting and shall be notified of the list of directors nominated by the nomination committee three (3) days before the date of the meeting. If there are still vacant positions nominations can be accepted from the floor.
- (c) Notification of the meeting will be by email to each Member, and will be posted on the Club website.
- (d) The Annual Members Meeting will be held at the head office of the Club or elsewhere as determined by the Board of Directors. The Board may determine that the meeting be held entirely by telephonic or electronic means ("virtually") that permits all

participants to communicate adequately with each other during the meeting. If a meeting is being held in person, an individual Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- if there is a request for secret ballot the Board must have set out a procedure that keeps their vote confidential (which in the case of one party attending virtually can include an individual person proxy to cast the written vote on your behalf). If the entire meeting is proceeding virtually the Board will have to set out the procedure.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

- (e) The presence of five percent (5%) of Adult, Student or Honourary Members shall constitute a quorum at any Annual General Meeting in addition to a Board of Directors quorum (majority of directors). The Secretary will keep the minutes of all meetings and those in attendance.

6.2 Members' Proposals/Resolutions

- (a) Any Member wishing to present a proposal/resolution for consideration of the Members at the Annual Members Meeting, must present the proposal in writing to the Board of Directors at least five days (5) days prior to the date of the meeting. The proposal cannot be more than 500 words in length. If the Member wishes this to be sent out to the membership in advance of the meeting they must indicate that to the Board of Directors when submitted.
- (b) A copy of the resolution will be included with the notification of the meeting.
- (c) The minutes of the meeting will record whether the resolution has been carried or defeated. The Members will be notified of the results of the vote in the same way as for the notification of the meeting.
- (d) Any By-law passed by the Board of Directors is to be submitted to a Meeting of the Members for confirmation. Such a By-law may be confirmed, rejected, amended or otherwise dealt with by a majority vote of the Adult Members in good standing, present.
- (e) Any proposed amendments to this Constitution must be submitted in writing to the President or Secretary at least ten (10) business days in advance of any Member's Meeting of the Club, provided such proposed amendments have been signed by three Members with voting privileges. Such proposed amendments will be included in the notice of the Member's Meeting and will be voted on at that Member's Meeting and will become a part of the Constitution only if approved by a two-thirds

majority of the Members present with voting privileges and voting at that Member's Meeting.

6.3 Order of Business at the Annual Members meeting:

- (a) Approve the agenda for the Annual Members Meeting
- (b) Approve the minutes of the previous Annual Members Meeting and any special meetings
- (c) Approve the financial statements for the previous year
- (d) a report from the auditor or the person appointed to review the nonprofit's finances
- (e) reappoint the auditor or appoint a new public accountant to do an audit or review engagement report
- (f) elect directors, and
- (g) any new or special business that was included in the notice of the meeting (which would include voting on By-law amendments)

6.4 Chair

The President or in his/her absence the Vice-President shall act as Chair. The Chair can designate in advance in writing who shall chair the Members meeting in their absence. Should no such designation be made, the Vice President shall Chair the meeting. If the Vice President is not present the Secretary shall chair the meeting. If the Secretary is not present, the Treasurer shall chair the meeting. If the Treasurer is not present, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

6.5 Voting at a Members Meetings

- (a) The Members Meeting voting procedures followed will be:
 - i. If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.
 - ii. Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.
 - iii. Before or after a show of hands has been taken on any question, votes will be taken by the chair of the meeting, the Auditor or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

- iv. The chair of the meeting, if a voting Member, will have a vote.
 - v. If there is a tie vote, the chair of the meeting has to call for a written ballot. If the written ballot results in a tie, the motion doesn't pass.
 - vi. 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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
 - vii. An abstention will be considered a vote cast.
- (b) Each Member with voting privileges shall be entitled to one vote.
- (c) A majority of votes cast carries any resolution. However, a two-thirds vote is necessary to carry a special resolution or a borrowing By-law. The Chairperson may vote on every resolution but has only one vote. In the case of a tie, the resolution is defeated.
- (d) The secretary will document within the minutes that the President or his/her substitute has declared a resolution carried is admissible evidence as prima facie proof that the resolution passed. Unless a recorded vote is asked for, the secretary need not note the votes for or against.

6.6 Proxy Votes

Any Member entitled to vote at a meeting of the Members of the club may, by means of a proxy, appoint a person as his/her nominee to attend and act at the meeting in the manner and to the extent in which the power is conferred by the proxy. The following procedures are to be followed:

- A proxy must be in writing and signed by the Member;
- A proxy must contain the date and the name of the nominee;
- A proxy may contain a revocation of a previous proxy and restrictions, limitations or instructions as to how the nominee is to vote;
- A proxy to be used at a meeting must be deposited with the President or Secretary of the Club before a time fixed by resolution of the Board of Directors, which is not to exceed 48 hours, excluding Saturdays and holidays, preceding any meeting, which must be specified in the notice calling the meeting;
- A proxy may be revoked by a written notice deposited with the President or Secretary of the Club at any time up to and including the last business day preceding the day of the meeting at which the proxy is to be used, or with the Chairman of the meeting on the day of the meeting;
- One proxy form will constitute one (1) vote and one (1) vote only;
- A proxy form must be filled out on matters concerned and these matters described on the same form;
- A proxy vote will not constitute a quorum or part thereof;
- Should a proxy vote be involved in a tie, the motion will be shelved until the next meeting.

6.7 Special General Meeting

- (a) A Special General Meetings of the Club may be called at any time by the Board of Directors.
- (b) The President shall call a Special General Meeting upon the receipt of written requests of not less than ten percent (10) of the Adult Members in good standing within 21 days of receipt of the written request. Such requests must state the general nature of the business to be presented at the meeting and must be signed by those Members requesting the meeting.
- (b) The request(s) must be presented to the President or Secretary of the Club in person or via email.
- (c) After receiving the request(s), the President is required to call a Special General Meeting within twenty-one (21) days to transact the business as specified in the request(s).
- (d) Notification of the meeting will be by email to each adult Member, and will be posted on the club website and at the club.
- (e) If the meeting is not held with twenty-one (21) days from the date the request was received by the Club, those who made the request may call such a meeting, which shall be held within sixty (60) days from the date the request was received by the Club.
- (f) All club Members will be notified of the date and place at least ten (10) days before any Special General Meeting. The Notice of a meeting of the Members at which special business is to be transacted must, state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting.
- (g) Special General Meetings will be held at the head office of the Club or elsewhere as determined by the Board of Directors.
- (h) All business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members is special business except for the following:
 - 1. Consideration of the financial statements.
 - 2. Consideration of the audit or review engagement report, if any.
 - 3. An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
 - 4. Election of directors.
 - 5. Reappointment of the incumbent auditor or person appointed to conduct a review engagement

6.8 Attendance at a Members' Meeting

The only persons entitled to attend a Members' Meeting are:

- The Members
- The Directors
- The Auditors of the Club or the person who has been appointed to conduct a review of engagement, if any and
- Others who are entitled or required under any provision of the Act or the articles to be present at the meeting
- Any other person may be admitted only if the Chair of the meeting invites them or if a majority of the Members present at the meeting consent to their being there.

7.0 Directors

7.1 The Board

- (a) The Board of Directors shall manage the affairs of the club and shall exercise all such powers and do all such acts and things as shall be exercised or done by the club if not barred by the Letters Patent, Supplementary Letters Patent, By-laws or any special resolution of the club or by statute expressly directed or required to be done by the club at a general meeting of the Members.
- (b) The Board shall be responsible for the enforcement of the Constitution and By-laws and all Club rules.
- (c) The Board will prepare a budget and establish a fee schedule, and will ensure that the fee schedule and the budget are completed prior to Member registration.
- (d) The Board is responsible for ensuring all proper books and records are maintained as required by the By-laws.
- (e) The Board of Directors may establish the remuneration of the auditor.

7.2 Board Positions

- (a) Only Adults and Student Members in good standing who have at least 2 years as a Member will be eligible to be nominated to the Board. The following persons are not eligible to be a board Member:
 - i. Any person who has convictions for criminal offences.
 - ii. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
 - iii. A person who has been found to be incapable by any court in Canada or elsewhere.

iv. A person who has the status of bankrupt.

All Board Members must disclose any direct or indirect conflict of interest or prior history of expulsion from an organization.

- (b) The Board shall consist of the number of Directors as set out in the Letters Patent/Articles of Incorporation as amended. For reference at the time of passing this By-law the original letters patent consisted of seven directors. It is the intention to file an amendment providing for a minimum of three Directors and a maximum fifteen Directors. This number shall include the immediate Past President who is a voting Member of the Board.
- (c) Non-Voting Board Members: In addition to the elected Board of Directors, the Club Pro shall be a non-voting Member of the Board. There may also be up to two junior Members of the Board who will be non-voting Members. The Junior Board Members shall be appointed at the discretion of the Board and will be Members of the junior class who are age 16 or older. Both the Club Pro and Junior Members can attend and speak at the Board meetings.
- (d) The Board of Directors shall be elected at the Annual Members Meeting. Only the Immediate Past President does not require election.
- (e) The Board shall consist of the following positions:
 - i. President (who shall also be the Chair of the Board)
 - ii. Vice President
 - iii. Treasurer
 - iv. Secretary
 - v. Directors at Large

For clarity, the position of Treasurer and Secretary may be held by the same person. No other positions in 7.2 (e) shall be combined.

- (f) The following additional Board positions can be created upon resolution of the majority of the Board and such new positions shall reduce the number of Directors at large:
 - i. Adult Programs Director
 - ii. Junior Programs Director
 - iii. Tournament Director
 - iv. Social Director
 - v. Maintenance Director
 - vi. Membership Director
 - vii. Benevolent Fund Director

A maximum of two of the positions in paragraph 7.2 (f) may be held by the same person. Should the Board pass a resolution to create one or more of these positions, it can be filled by a current Board Member until the next Annual Members Meeting.

- (g) The various elected Directors may create a Committee of Members to assist the duties for these positions. These Committee Members may be invited to attend Board of Directors meetings, but are Non-voting Members at these meetings.
- (h) The Members of the Board shall serve as such without remuneration and no Member of the Board shall directly or indirectly receive any profit from his/her position as such. The only exception to this is the non-voting Members of the Board, the Club Pro and any Junior Board Members who may receive compensation for teaching and instructional activities, not Board related duties.

7.3 Election of the Board

- (a) The Board of Directors shall be elected at the Annual Members Meeting. Only the Past-President does not require election.
- (b) The term of the Board of Directors shall be from November 1- December 31. The terms of the board of directors are:
 - i. Term of 2 years: President, Vice President and Treasurer
 - ii. Term of 1 year: Directors at Large, Adult Programs Director, Junior Programs Director, Tournament Director, Maintenance Director, Social Director, Membership Director, Benevolent Fund Director
 - iii. Maximum Term for Certain Positions: No Director may serve as President, Vice President, Treasurer or Secretary of the Board for more than ten (10) years in the same Officer position, provided, however, that following an absence of at least one (1) year from the same Officer position, the same Director may be re-elected to the same Officer position. This maximum term of ten (10) years shall not preclude a Director from holding another Officer position.
- (c) Any Member with voting privileges can nominate other nominees by giving notice in writing to the President (by email or hardcopy) prior to the Annual Members Meeting. In addition, nominations from the floor will also be accepted. Voting shall be for those nominees who have agreed to allow their names to stand.
- (d) Candidates who are nominated for election to the Board of Directors must declare, before accepting the nomination, any direct or indirect conflict of interest that could affect their participation on the Board of Directors.
- (e) Each adult Member in good standing has one vote for each of the elected positions on the Board of Directors. Honourary Members will also have voting privileges.
- (f) The election will be decided by a simple majority. Voting shall be by secret ballot or by proxy (refer to section 9 Annual General Meeting).
- (g) In the event there is one uncontested Nominee for any position, the presiding officer may ask for acclamation of the nominee from the Members.

- (h) The elected Directors and the Past President take office immediately upon election and will hold office until the election of a new Board of Directors at the next Annual Members Meeting.

7.4 Vacancies on the Board of Directors:

- (a) The office of a Director shall be considered vacated when:
 - i. a Member of the Board ceases to be a Member of the Club;
 - ii. a Member of the Board notifies the Club in writing that he or she resigns his or her office;
 - iii. a Member of the Board comes into a conflict of interest which would make them ineligible to continue on the Board;
 - iv. Is not eligible for one of the reasons under 7.2(a)
 - v. On the death of the Member of the Board
 - vi The Board of Directors adopts a Resolution approved by a two thirds (2/3rds) of the Board to remove an Officer for any reason at a Board meeting called for that purpose, provided that such Officer is given at least two (2) days' notice of the meeting and has been given an opportunity to be heard or provide a written statement.

- (b) A vacancy in the Board of Directors shall be filled by appointment by the Board of Directors by a simple majority. The appointed Director will serve until the next Annual Members Meeting. The Board of Directors may appoint up to three Directors who will become Members of the Board of Directors until the next Annual Members Meeting.

7.5 Meetings of the Board of Directors:

- (a) Meetings of the Board of Directors may be called by the President or Vice-President of the Club.

- (b) The Board shall meet a minimum of three times during the term from December 1-November 30.

- (c) Notice of meetings of the Board of Directors will be communicated to each Director by email or telephone at least three (3) days before the proposed meeting is to be held.

- (d) The Board of Directors will hold its meetings at the head office of the Club or elsewhere as the Board of Directors may determine. The Board may determine that a Board meeting be held entirely by telephonic or electronic means (“virtually”) that permits all participants to communicate adequately with each other during the meeting or that an individual Board Member participate by telephone or electronic means.

- (e) The Board of Directors will transact the business of the Club only at meetings where a quorum of Directors is present. A quorum at a Board of Directors meeting

shall consist of a majority of the Board of Directors.

- (f) The President, shall be the Chair of the meetings of the Board. The President can designate in advance in writing who shall chair the board meeting in their absence. Should no such designation be made, the Vice President shall Chair the meeting. If the Vice President is not present the Secretary shall chair the meeting. If the Secretary is not present, the Treasurer shall chair the meeting.
- (g) The Board will carry on its business by resolution moved, seconded and carried by a majority of votes (51%) unless otherwise required by the Act or spelled out in this By-law. Each Director shall have one vote. Voting will be by a show of hands, except that voting will be by ballot if a Director so requests. In the event of a tie vote at a meeting, the President shall have a second and deciding vote to break the tie.

8.0 Notices

8.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered by one of the following as determined by the Directors:

- To the last address on record for that director or Member
- Telephone
- Email
- As the directors determine

8.2 Where to Send Notice

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Club and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3 Waiver of Notice

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 Time Computation

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

8.5 Error or Omission

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

9.0 Financial

9.1 Unless a resolution by the Board of Directors sets out otherwise, the fiscal year of the Club will terminate on the 31st October of each year.

9.2 All expenditures shall comply with the annual budget estimates prepared by the Treasurer in conjunction with the Directors prior to Member registration. Estimates are subject to change and any changes must be approved by the President and Treasurer.

10.0 Signing Authority & Records

10.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Club to be a true copy thereof.

10.2 Signing authority and approval:

- (a) Any amount \geq 1000.00 requires signature of any two of: President, Vice-President, or Treasurer.
- (b) If items have not been budgeted approval is required as follows:
 - i. $<$ \$250 requires approval by the President
 - ii. \geq \$250 requires approval by the Board
 - iii. \geq \$25,000 requires approval at a Member's Meeting

10.3 Records

The Club must keep proper records of account including records of:

- (a) All money received or spent by the Club including when, where and how the money was spent or received

- (b) All sales and purchases by the Club;
- (c) All assets and liabilities of the Club, and
- (d) All other transactions affecting the financial position of the Club.

11.0 Hiring of Staff and Contractors

- (a) All staff shall be independent contractors and not employees. Tennis professionals including the Pro must be independent contractors. Contracted professional teaching staff shall not be Members of the Club.
- (b) Hiring of staff and the Club Pro shall be done by the President and the Vice-President. Other Directors may be invited by the President to participate.
- (c) Interviewing of staff shall be done by the Directors to whom they report.
- (d) The Board shall be informed of any contractor hired and shall approve fees for all contractors by Resolution of a simple majority.
- (e) The Board shall hire any professional advisors or maintenance personnel they deem necessary for the operation of the Orangeville Tennis Club.

12.0 Conflict of Interest

- 12.1** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Club or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Club shall make the disclosure required by the Act.
- 12.2** No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

13.0 Liabilities

- 13.1** (a) The Club will have no legal responsibility for loss or damage or injury sustained by any Member, guest or visitor while using the facilities or premises of the Club.

- (b) No Member will incur any indebtedness on behalf of the Club except by authority of the Board of Directors.
- (c) The Club will, as a general business practice, carry Director/Executive liability insurance for all Directors/Executive Members/Employees, Staff and Ex-officio Members appointed by the Directors/Executive for Club business or special Club projects.
- (d) No Director or committee Member shall be liable for the: acts, omissions, neglects, or defaults of any other Director, committee Member or employee of the Club.
- (e) The insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested;
- (f) The Club will have no legal responsibility for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired for or on behalf of the Club;
- (g) The Club will have no legal responsibility for any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person which whom any of the moneys, securities or effects of the Club shall be deposited;
- (h) The Club will have no legal responsibility for any loss, damage or expense arising from the exercising, execution and discharging of their duties and powers in accordance with Act and the Club's articles and By-laws provided that they complied with the Act and the Club's Constitution and By-laws and exercised their powers and discharged their duties in accordance with the Act.

13.2 Indemnity

- (a) Every Executive Member and Officer is entitled to full information on all matters pertaining to the club. An executive Member or officer shall be indemnified and saved harmless by the club against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the club and in respect of any action, suit or proceeding against the Member for any act or matter made, done or permitted by the Member in the proper execution of affairs of the club except when occasioned or caused by dishonesty, wilful neglect or default.
- (b) A Director is always liable for:
 - i) A breach of the Director's fiduciary duty to the corporation for failing to act in the best interests of the Club/Club.
 - ii) Failing to exercise the requisite standard of care in discharging his duties on behalf of the Club.
 - iii) Authorizing or participating in a civil or criminal offence, regardless of the timing of his resignation.

14.0 Borrowing

- (a) The Directors may borrow money on the credit of the Club only after approval by at least two-thirds of the votes cast at a meeting of the Members in good standing called to consider the borrowing By-law.

15.0 Records

The Club will keep an electronic copy on a secure drive and a hardcopy at the head office of all:

- Minutes of all meetings,
- A copy of the Letters Patent,
- By Laws and Constitution,
- All resolutions,
- A registry of Directors,
- A registry of Members

16.0 Amendment of Articles and By-laws

16.1 Amendment of Articles (Previously called Letters Patent)

The Articles (Previously called Letters Patent) may only be amended by an affirmative two-third (2/3rds) Resolution of the Members at a meeting called duly for that purpose. The Notice of the meeting will clearly state a Resolution to amend the Articles will be considered and will include a copy of the proposed amendment. There is one exception to this requirement of a Member's two-third (2/3rds) Resolution to amend the articles. If the only purpose of the amendment is to change the contact, address or email then such change can be made by an ordinary resolution of the Board unless such address change involves changing the municipality and then it must be by a resolution of two thirds of the Board.

16.2 Amendment of By-laws

The Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the corporation at any Board meeting. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The Notice of the Member's meeting where the By-laws will be considered shall state that such By-law Amendment will be considered and shall include a copy of the Amendment.

17.0 Repeal of General Operating By-law No. 11

17.1 Repeal

General Operating By-law No. 11 enacted on the 1st day of November, 2003 is hereby repealed and replaced by General Operating By-law No.12 herein effectively immediately upon the enactment of the By-law at the time of confirmation by the Members of the Club.

17.2 Repeal Does not Affect Previous Operations

The said repeal of By-law No. 11 shall not affect previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and Persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of the By-law. All Board Members Resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law and until amended or repealed.

PASSED by the vote of the Board of Directors this _____ day of _____.

President - Rosanne Brett

Secretary – Danielle Savona

The foregoing By-law is hereby affirmed by resolution of a majority of the Directors of the OTC and was affirmed by a majority of Members at the Annual Members Meeting as evidenced by the Directors signatures hereto:

Dated at Orangeville, this _____ day of _____ 2023.

Director – John Lefebvre

Director – Ann Crawford

Director - James Tielo

Director – Brad Sweezey

Director - Michael Sobocan

Director – Mary Philp

Director - Jacquelin Weatherbee

Director – Sean Smyth