



Kingston Tennis Club Incorporated

BY-LAW NO. 1

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BY-LAW NO. 1

(Replacing all previous procedural by-laws and amendments thereto)

a by-law relating generally to the conduct of the affairs of the

Kingston Tennis Club Incorporated

(the “**Corporation**”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. GENERAL

1.1 Definitions

In this by-law, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15. and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, reorganization, revival of the Corporation, letters patent, or supplementary letters patent;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-laws**” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Corporation**” means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
- (g) “**Director**” means an individual occupying the position of director of the Corporation;
- (h) “**Meeting of Members**” means an annual meeting of members and a special meeting of members;
- (i) “**Member**” means a member of the Corporation;
- (j) “**Members**” means the collective membership of the Corporation;
- (k) “**Officer**” means an officer of the Corporation including the President, the Vice President, the Secretary, and the Treasurer. Officers are responsible for the management and day-to-day operations of the Corporation;
- (l) “**Past-President**” means a Director who was President immediately prior to the current President;
- (m) “**Special Resolution**” means a resolution passed by at least two-thirds (2/3) of the votes cast in person or by telephonic or electronic means at a general meeting of the Voting Members of the Corporation duly called for that purpose or at an annual meeting;
- (n) “**Telephonic or electronic means**” refers to any means, other than direct speech or writing, by which information or data is transmitted, including but not limited to telephone, fax, e-mail, automated touch-tone telephone system and computer;
- (o) “**Two-year term**” means the period beginning on the date of the AGM that a board member was elected and ending on the date of the second subsequent annual meeting following the annual meeting at which such director was elected.

1.2 Purpose

As per the Articles, the purposes of the Corporation are:

- (a) To carry on the game or pastime of tennis, and to provide accommodation for and to promote, operate, and maintain the game of tennis.
- (b) To acquire and hold, by lease or purchase, and to sell or otherwise dispose of all lands, buildings and appliances necessary for the equipment and maintenance of the game of tennis.
- (c) For the objects aforesaid, to accept donations, gifts, legacies and bequests.

1.3 Head Office

The head office of the Corporation shall be situated in the City of Kingston, as per the Articles. Subject to the Act, the Corporation may, by a Special Resolution, change the place or municipality in the province of Ontario in which the registered office of the Corporation shall be situated.

1.4 Interpretation

Other than as specified in Section 1.1, all terms contained in 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.

1.5 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws 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.

1.6 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by two Officers of the Corporation. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.7 Employees and Contractors

- a.) Subject to s.1(7)(b) of this By-law, the Corporation shall hire no contractor or employee without the Board's prior approval.
- b.) The Board may, by resolution, delegate hiring or contracting authority to an Officer or Committee Chair of the Corporation, where deemed necessary. The Board shall ratify any hiring or contracting decision made by such Officer or Committee Chair at the next Board of Directors meeting following the hiring or contracting decision.

2. MEMBERSHIP

2.1 Members

Membership in the Corporation shall consist of two classes of Members, namely, Voting Members and Non- Voting Members. Subject to the provisions contained herein, membership in the Corporation shall be available to those individuals who are interested in furthering the official objects and goals of the Corporation and whose application for admission as a Member has received the approval of the Board by resolution, or has been approved in such other manner as may be prescribed by the Board by resolution. Membership is not available to firms, partnerships, or corporations. The Board shall meet at its discretion to determine the maximum number of Members.

The following conditions of Membership shall apply:

(a) Voting Members

- (i) Voting Members ("Voting Members") shall be individuals at least 18 years of age on the date that the season begins, who have registered with the Corporation and paid all applicable dues, meaning the "early bird rate" or regular rate for an annual membership commencing April 1 and ending March 31 the following year. Individuals acquiring a fall membership are not Voting Members and cannot become Voting Members until the following club season.
- (ii) The term of membership of a Voting Member shall be the above framed one year, subject to renewal in accordance with the policies of the Corporation.
- (iii) As set out in the Articles, each Voting Member is entitled to receive notice of, attend, and vote at all meetings of Members.

(b) Non-Voting Members

- (i) Non-Voting Members ("Non-Voting Members") shall be individuals who are (i) employees of the Corporation, or (ii) have registered with the Corporation and paid all applicable dues for a membership that is not categorized as a Full-Season Membership.
- (ii) Subject to the Act, Non-Voting members shall not be entitled to attend or vote at meetings of the Members.

2.2 Memberships

The Board shall determine annually on or before March 1st:

- (a) the membership dues;
- (b) The per diem guest fee; and
- (c) Any other fees, as required.

2.3 Termination of Membership

The interest of a member in the Corporation is not transferable, and lapses and ceases to exist:

- (a) Upon the death of the Member;
- (b) If the Member's membership is not renewed by March 31st;
- (c) When the Member delivers his or her written resignation to the President or Secretary. Except under exigent circumstances, no withdrawal should entitle such member to a refund of any dues paid for any portion of the current membership year;

- (d) If the membership is terminated in accordance with the Act; or
- (e) As otherwise provided for in these By-laws or the Corporation's policies.

2.4 Disciplinary Act or Termination of Membership for Cause

- (a) The Board shall have authority to terminate, suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles or By-laws or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide 15 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the Board, in response to the notice received within such 15-day period, opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. Where the member is unable to submit the written submission within the response deadline, the member must submit a request to the board to extend the deadline. The Board has absolute discretion in granting an extension to the response deadline.
- (c) If no written submission is received, the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received the Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.5 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.6 Reinstatement of Membership

A member whose membership was terminated pursuant to section 2.4 may be reinstated in the Corporation if his/her application is accepted by a majority vote of the Board, and all dues and assessments due at the time of the resignation or termination from the Corporation are paid.

2.7 Privacy of Members

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 Corporation, including 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.

3. MEMBERS' MEETINGS

3.1 Annual Meetings

- (a) The annual Meeting of Members shall be held at such date, time, and place within the city of Kingston, Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting. The meeting shall be held each year at a date between October 1 and December 31.
- (b) No more than fifteen (15) months shall elapse between the date of one annual Meeting of Members and the next annual Meeting of Members.
- (c) The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely or partially by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- (d) If the Corporation chooses to make available telephonic or electronic means that permit all participants to communicate adequately with each other during a Meeting of Members, any individual entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means in the manner provided by the Act. An individual participating in a meeting by such means is deemed to be present at the meeting.
- (e) Voting Members will be provided before the annual meeting with an electronic copy of the approved financial statements and auditor's report or review engagement report.
- (f) The business transacted at the annual meeting shall include:
 - (i) receipt of the agenda;
 - (ii) receipt of the minutes of the previous annual and subsequent special meetings;
 - (iii) consideration of the financial statements;
 - (iv) report of the auditor or person who has been appointed to conduct a review engagement;
 - (v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - (vi) election of Directors;
 - (vii) election of Officers; and
 - (viii) such other or special business as may be set out in the notice of meeting;
- (g) No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been 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 annual meeting.
- (h) Other business may be considered during the meeting subject to the discretion of the Chair, having regard to reasonable notice from the member, relevancy to the set items on the agenda, the urgency thereof, available time and generally what is in the best interest of the Club and its membership.

3.2 Special Meetings

The Directors may call special meetings of the Members. The Board shall convene a special meeting on written requisition of not less than 10% of the Voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act. The special meeting must be scheduled to take place within 21 days from the date of the deposit of the requisition. The

requisition must state the purpose for which such a meeting is required and must be submitted to the President and the Secretary of the Corporation. The Board shall determine the time and place of such meetings.

3.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Voting Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Voting Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Voting Member of the right to vote by telephonic or electronic means. The information provided on the notice will include the time, place and the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.4 Quorum

A quorum for the transaction of business at a members' meeting is 27 Voting Members present in person or by telephonic or electronic means. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of Voting Members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

3.5 Chair of the Meeting

The Chair of the meeting shall be the President or designate by resolution of the Board. If neither is available, the Voting Members present at any Meeting of Members shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Voting Members present shall choose one of their number to chair the meeting.

3.6 Voting of Members

Business arising at any Meeting of Members shall be decided by a majority of votes cast by Voting Members present in person, by telephonic or electronic means, unless otherwise required by the Act or the by-law provided that:

- (a) each Voting Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands or by secret ballot among all Voting Members present;
- (c) any Voting Member participating in a Meeting of Members who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose;
- (d) an abstention shall not be considered a vote cast;
- (e) before or after a show of hands has been taken on any motion, the chair of the meeting may require, or any Voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such 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; and
- (g) whenever a vote by show of hands is taken on a motion, 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 of or against.

3.7 Adjournments

The Chair may, with the majority consent of the Voting Members present, adjourn a Members' meeting from time to time. No notice of such adjournment need be given to the Members, if the meeting is adjourned by one or more adjournments for less than 30 days and the time of the continued meeting, and if applicable, the place of the continued meeting and instructions for attending, participating and voting in the continued meeting by the telephonic or electronic means are announced at the time of an adjournment. If the adjournment is for more than 30 days, a notice of continuation of the adjourned meeting shall be given to each member entitled to vote at the meeting. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.8 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Voting Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review 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 invited by the Chair of the meeting or with the majority consent of the Voting Members present at the meeting.

3.9 Proxies

Voting Members shall not appoint a proxyholder to attend, act, or vote at a Meeting of Members.

4. BOARD OF DIRECTORS

4.1 Banking

The Board shall by resolution from time to time designate the banks and other financial institutions, so long as they have deposit insurance, in which the money or Guaranteed Investment Certificates shall be placed for safekeeping. The execution of banking transactions equal to or greater than five thousand dollars (\$5,000.00) requires the signatures of two Officers.

4.2 Financial Year End

The financial year of the Corporation ends on September 30th in each year or on such other date as the Board may from time to time by resolution determine.

4.3 Audit / Annual Financial Review Engagement

- (a) Each year the Board shall select an auditor to conduct either an audit or a review engagement of the Corporation, as the Board may from time to time by resolution determine. The auditor shall examine the financial statements that are required by the Act to be placed before the Voting Members as is necessary. The auditor or person appointed to conduct a review engagement has the right to attend the annual

meeting to report on the financial statements. The auditor or person conducting the review engagement must be independent of the Board and the Corporation, including any of its affiliates..

(b) The Voting Members of the Corporation may remove an auditor or person appointed to conduct a review engagement from their position by majority vote at a special meeting. A vacancy created by the removal of an auditor or person appointed to conduct a review engagement may be filled at the meeting at which the auditor is removed or, if not so filled, the Board will fill the vacancy.

5. DIRECTORS

5.1 Board

The Board shall manage the affairs of the Corporation within the terms of this by-law and the Act. If the Past-President serves on the Board, the Board shall consist of a minimum of five (5) persons and a maximum of thirteen (13) persons, consisting of the Officers of the Corporation and the Past President, with the remainder referred to as Members-at-Large who may be assigned specific functions for the operation of the Corporation.

In the event that the Past-President does not serve on the Board, the Board shall consist of a minimum of five (5) persons and a maximum of twelve (12) persons, consisting of the Officers of the Corporation and the remainder referred to as Members-at-Large who may be assigned specific functions for the operation of the Corporation.

Each Board member shall:

- (a) be at least eighteen (18) years of age on the date that the season begins;
- (b) be a Voting Member of the Corporation at the time of their election/appointment to the Board;
- (c) not be found to be incapable of managing property;
- (d) not be an undischarged bankrupt; and
- (e) not be an employee of the Corporation.

5.2 Election and Term

With the exception of the ex-officio directors, the directors shall be elected by the Voting Members in accordance with the provisions of this by-law. A director can serve no more than the greater of two terms consecutively or five years consecutively in circumstances where a director is completing the second year of an officer's term. Terms are defined as per section 1.1 (o). Should a Board member subsequently wish to serve on the Board again, he/she must wait one year to be elected, unless earlier appointment by the Board as per section 5.4.

(a) Groups of Directors

The board of directors shall be and is divided into 2 Groups:

- (i) Group A: consists of the President, Secretary, and four members-at-large. Group A Directors shall be elected in even numbered years.
- (ii) Group B: consists of the Vice-President, Treasurer, and the remaining four members at large. Group B Directors shall be elected in odd numbered years.

(b) Terms of Office

Each director shall serve for a term ending on the date of the second subsequent annual meeting following the annual meeting at which such director was elected.

(c) Past-President

The Past-President is eligible to serve on the Board as an ex-officio voting Director, subject to a vote by 70% of the Board at a Board meeting following the annual meeting at which the current president was elected. If the Past President is invited and agrees to serve on the Board, the Past President will serve on the board as an ex-officio voting Director for up to one (1) year following the end of his or her term as President. Following the end of his or her term as an ex-officio voting Director he/she will be ineligible to serve on the Board as an ex-officio voting Director until he/she has become a Past-President once more, following the end of a subsequent term where he or she serves as president. Past-President is eligible to serve on the Board as an ex-officio voting Director, subject to a vote by 70% of the Board. If the Past President is invited and agrees to serve on the Board, the Past President will serve on the board as an ex-officio voting Director for one (1) year following the end of his or her term as President. Following the end of his or her term as an ex-officio voting Director they will be ineligible to serve on the Board as an ex-officio voting Director till they become a Past-President once more, following the end of a subsequent term where he or she serves as president.

5.3 Appointment of Directors

If at the conclusion of an election at the annual Meeting of Members, the Voting Members are not able to fill all of the Directors positions, the Directors may appoint one or more additional Directors to such unfilled positions, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

5.4 Election

- (a) The Chair shall conduct the election of Directors and Officers at the annual Meeting of Members. If the Chair is unavailable, the Board may appoint an alternative.
- (b) Two scrutineers shall be appointed by the Chair to assist in conducting the election. Voting Members are permitted to act as scrutineers.
- (c) A nominating committee (the "Nominating Committee") comprised of at least three and up to five Voting Members, consisting of:
 - (i) the Past-President if he/she is serving on the Board;
 - (ii) at least one and not more than two other Directors; and
 - (iii) at least one and not more than two other Voting Members who are not Directors, shall be appointed by resolution of the Board.

If the Past-President is ineligible, unable or unwilling to serve on the Nominating Committee, then the Board will appoint another Director to act in his/her stead. The Nominating Committee shall put forward at least one nominee for each Officer position, plus additional nominees for Members-at-Large who, if approved by the Board, shall stand for election to the Board by the Voting Members. Any Voting Member may stand for election for up to two positions, but may only be elected to one.

- (d) The Board shall circulate a list of the nominees and post the list at the club at least fourteen days before the date set for the annual meeting. Any Voting Member may nominate other nominees by giving notice in writing to the Nominating Committee at least seven days prior to the meeting provided such nomination is seconded by another Voting Member and the nominee consents to stand for election. The Board shall circulate and post a revised list of nominees, as necessary. If a nominee cannot stand for election at the time of the annual meeting, the nomination of a replacement for the declining nominee may be made without prior notice from the floor of the meeting by any two Voting Members with the prior consent of the replacement nominee. All Officer and Director positions shall be open for further nominations from the floor at the Club's annual Meeting of Members.

- (e) Voting shall be by written ballot, or by equivalent telephonic or electronic means, and the candidate(s) for contested positions who receive the highest number of votes 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. Candidates for uncontested positions require an affirmation vote. Ballots will be distributed on which members will vote *yes* or *no* beside each applicable name. Those who receive more *yes* votes than *no* votes will be acclaimed.
- (f) In the event that a person runs for more than one position, voting for positions is completed in the following sequence: President, then Vice President, then Treasurer, then Secretary, then Members at-Large (as a group listed on one ballot).

5.5 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the President or Secretary, which resignation shall be effective at the time it is received by the President or Secretary or at the time specified in the notice, whichever is later;
- (b) if the Director dies;
- (c) if the Director becomes bankrupt;
- (d) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- (e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Voting Members removing the Director before the expiration of the Director's term of office.

5.6 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of directors set out in Section 5.1, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Voting Member;
- (c) if the vacancy occurs as a result of the Voting Members removing a Director, the Voting Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director

5.7 Committees

Subject to the limitations on delegating powers of the Board as set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. Any committee member may be removed by resolution of the Board.

Notwithstanding the Board's discretion to create and dissolve committees, the Board shall maintain a permanent committee for 'Finance', to be Chaired by the Treasurer or his or her delegate.

5.8 Powers and Duties of the Board of Directors

(a) Administration Duties

- (i) The Board will 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, except as provided below, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.
- (ii) Without limiting the generality of the foregoing the Board shall have the following powers and duties:
 1. to delegate any and all of its powers to its duly appointed committees or Board Member;
 2. to control expenditures of funds by the Corporation;
 3. to approve the annual budget of the Corporation;
 4. to approve the goals, objectives, programs, services and events of standing committees of the Corporation;
 5. to sanction a Member for any infraction of the policies or By-laws of the Corporation and to delegate the power to sanction a Member for any infraction of the policies or By-laws of the Corporation to the employees of the Corporation;
 6. to establish from time to time such rules and regulations as it may deem necessary and advisable with respect to the operation and conduct of any sanctioned tournament including, without limiting the generality of the foregoing rules and regulations with respect to ethics, standard of conduct, disciplinary measures and penalties;
 7. to decide questions of eligibility of persons nominated or elected as Directors;
 8. to supervise all meetings conducted under the auspices of the Corporation or to delegate such supervisory powers;
 9. to perform all such other acts and duties as the by-laws of the Corporation may provide or the Act may require of directors of a corporation.

(b) Monetary Powers of the Board of Directors

- (i) Expenditures. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation.
- (ii) Borrowing Power. The Board may from time to time:
 1. borrow money on the credit of the Corporation;
 2. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 3. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Board shall determine.

(c) Agents and Employees

The Board may appoint such agents and engage such employees (and may delegate this function to an Officer or Officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

(d) Remuneration of Agents and Employees

The remuneration of agents, employees, contractors and committee members shall, subject to the other provisions of this by-law, be fixed by the Board by resolution, provided that the Board may delegate this function to an Officer or Officers of the Corporation.

5.9 Responsibilities and Code of Conduct of Directors

(a) Responsibilities

Directors are expected to be informed of the legislation under which the Kingston Tennis Club exists, By-law, mission, vision and guiding principles and all policies which pertain to the duties of a Director. In this context, a Director is responsible to:

- (i) Keep generally informed about the activities of the Corporation, the local tennis community, and general trends in the sector in which it operates;
- (ii) Become an active participant on the Board and attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- (iii) Exercise the degree of care, diligence and skill required of a Director in the performance of their duties pursuant to the laws under which the Corporation is incorporated;
- (iv) Act with honesty and integrity and conduct her/him self in a manner consistent with the nature and the responsibilities of Board business and the maintenance of member confidence in the conduct of the Board;
- (v) Be independent and impartial and not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- (vi) Exercise vigilance for and declare any personal conflict of interest in accordance with the Corporation's By-law and policies, and comply with all other policies approved by the Board from time to time;
- (vii) Offer her/his personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- (viii) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- (ix) Maintain solidarity with member Directors in support of a decision that has been made in good faith in a legally constituted meeting;
- (x) Ask the Board to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations and, if still not satisfied after such review, stop any further disruption before the Board after its final decision;
- (xi) Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies.

(b) Conduct

A Director will at all times conduct her/him self in a manner that:

- (i) Supports the objectives and serves the overall best interests of the Corporation;
- (ii) Brings credibility and goodwill to the Corporation;
- (iii) Respects principles of fair play and due process and demonstrates respect for individuals and human rights;
- (iv) Respects and gives fair consideration to diverse and opposing viewpoints;
- (v) Demonstrates due diligence and dedication in preparation for, and attendance at, meetings of the Board and Committees;
- (vi) Demonstrates good faith, prudent judgment, honesty, transparency and openness in his/her activities on behalf of the Corporation;
- (vii) Subordinates his/her personal interests, and those of any particular constituency, to the best interests of the Corporation;
- (viii) Ensures that the financial affairs of the Corporation are conducted in a responsible and transparent manner with due regard for her/his fiduciary responsibilities;
- (ix) Avoids real or perceived conflicts of interest; and
- (x) Conforms to the By-laws and policies approved by the Board, in particular this Code of Conduct and section 9.1 on Conflict of Interest.

5.10 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and in compliance with the conflict-of-interest provisions of the Act.

6. BOARD MEETINGS

6.1 Calling of Meetings

- (a) Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law. A majority of voting Directors serving on the Board shall form a quorum for the transaction of business.
- (b) The business to be transacted includes any such business as set out in the meeting agenda or any other business that may properly come before the meeting.

6.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. There will be a minimum of six meetings of the Board during the year.

6.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

6.4 Chair

The President shall act as Chair and preside at Board meetings. The President, if present at the meeting, may delegate a Chair for any given Board meeting. In the absence of the President, the Vice President shall act as Chair to preside at Board meetings. In the absence of the Vice President, the Directors present shall choose one of their number to act as Chair.

6.5 Voting

Motions arising at any Board meeting shall be decided by a majority of votes by Directors present at the meeting. In case of an equality of votes, the Chair shall not have a second or casting vote, and the motion fails. 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 (see Section 9.1). Each Director has one vote; no proxy voting is permitted at Board meetings.

6.6 Participation by Telephone or Other Communications Facilities

If a majority of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate simultaneously and instantaneously with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

7. OFFICERS

7.1 Officers

The positions of President, Vice President, Treasurer and Secretary shall be elected by a simple majority of Voting Members at the annual Meeting of Members. No individual may occupy two offices, except the office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The election to these offices shall be conducted in accordance with the provisions of Section 5.5. All elected Officers shall serve as Directors of the Corporation.

The Board may appoint such other Officers and agents, who need not be Directors, as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.2 Officer Held at Board's Discretion

Any Officer appointed by the Board shall cease to hold office upon resolution of the Board.

7.3 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer's death.

If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may appoint a person to fill such vacancy by resolution of the Board.

7.4 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

- (a) The President shall perform the duties of Chair as described in Sections 3.5 and 6.4 in addition to the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.
- (b) The Vice President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.
- (c) The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.
- (d) The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

8. PROTECTION OF DIRECTORS AND OFFICERS

8.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, 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 tortious 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 their respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act

8.2 Indemnities to Directors and Others

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful neglect or default, or a failure by them to act honestly and in good faith in performing their duties.
- (c) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or applicable law.
- (d) The Corporation shall purchase and maintain such Directors' and Officers' liability insurance for the benefit of its Directors and Officers as the Board from time to time determines to be appropriate, taking into account the risks associated with serving as a Director and Officer and the cost of such insurance.

9. CONFLICT OF INTEREST

9.1 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 Corporation. It includes using their position, confidential information or the Corporation's 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 a party to a material contract or transaction or proposed material contract or transaction with the corporation; or is a director or an 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 corporation, shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. The disclosure must be made either at the meeting at which a proposed contract or transaction is first considered, at the first meeting after he or she becomes interested, or at the first meeting after he or she becomes a director. Following the disclosure, he or she is refrained from attending any part of a meeting of Directors or voting 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.

10. NOTICES

10.1 Service

Subject to the other provisions of this by-law, 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 provided by telephone,

delivered personally or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation 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 Secretary; provided always that 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 thereto.

10.2 *Computation of Time*

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 *Error or Omission in Giving Notice*

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11. ADOPTION AND AMENDMENT OF BY-LAWS, ARTICLES AND DISSOLUTION

11.1 *By-Law Amendments*

The Voting Members may from time to time amend this by-law by a majority of the votes cast.

The Board may from time to time in accordance with the Act and Articles pass, repeal or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in physical attendance at a meeting of Members. Any amendment or repeal thereof by the Board is effective from the date of resolution by the Board and only until:

- (a) it is confirmed, at a special meeting of the Members duly called for that purpose, by a simple majority vote of the Voting Members present in person or through telephonic or electronic means; or
- (b) it is confirmed by a simple majority vote of the Voting Members present in person or through telephonic or electronic means at the next annual Meeting of Members except where otherwise specifically provided by the Act.

The Voting Members may, at the special meeting or the annual meeting referred to in paragraphs (a) and (b) above, confirm, reject, amend or otherwise deal with any by-law passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

Voting Members wishing to propose amendments must provide a summary of that proposal to the Board 60 days prior to the Annual Members Meeting or a special meeting under by-law 3.2 called for the purpose of considering the proposed amendment(s).

11.2 *Amendments to Articles*

The Voting Members may, by Special Resolution, at a meeting called for this purpose, make any amendment to the Articles of the Corporation.

11.3 *Dissolution*

The Voting Members of the Corporation may, by Special Resolution, at a Meeting of Members, require the Corporation to be dissolved voluntarily. After satisfying the interests of the Corporation's creditors in all its debts, obligations and liabilities, if any, the Corporation shall distribute the remaining property:

- (a) in accordance with its Articles; or
- (b) to a similar successor corporation or organization in the Kingston area with similar purposes to its own, a public benefit corporation with similar purposes to its own, a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Corporation of the City of Kingston for the purpose of maintaining or extending the municipal tennis courts under its control, the Crown in right of Ontario, the Crown in right of Canada, or an agent of either of those Crowns.

Passed by the Board of Directors and confirmed by the membership
at the annual Meeting of Members
this 22nd of November , 2023.



Donna Lounsbury, President



Gary Wilson, Secretary

SCHEDULE A – POSITION DESCRIPTION OF THE PRESIDENT

ROLL STATEMENT

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

RESPONSIBILITIES

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings as Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that Board meetings are regularly scheduled.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as Member on all Board committees

SCHEDULE B – POSITION DESCRIPTION OF THE VICE PRESIDENT

ROLL STATEMENT

The Vice President works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

RESPONSIBILITIES

The Vice President shall, in the event of the absence or disability of the President, perform the duties and exercise the powers of the President, and perform such duties as shall from time to time be delegated to them by the Board or by the President.

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

SCHEDULE C – POSITION DESCRIPTION OF THE TREASURER

ROLL STATEMENT

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

RESPONSIBILITIES

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Budget. The Treasurer shall prepare an annual operating budget each year in cooperation with the Finance Committee. This budget must be presented to the Board prior to March 1 for approval. Once approved by the Board, the budget will become the approved budget and expenditures must conform to and be within the limits set by the budget. The budget may be revised by resolution of the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statements of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

SCHEDULE D – POSITION DESCRIPTION OF THE SECRETARY

ROLL STATEMENT

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

RESPONSIBILITIES

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

INDEX OF CHANGES

Effective Date	Description of Change
December 1st, 2020	<p>Amended section 5.2 Election and Term, from a pure biennial voting system where all positions are jointly elected every other year, to a staggered biennial voting system where up to one half of the Board (either Group A or Group B) will be elected in each consecutive year. Section 5.2 still implicitly allows people to serve more than two terms, whether successive or not; the section also still implicitly conforms with section 5.1, which sets the minimum and maximum size of the Board at 5 and 12 people, respectively. Consequently, group A consists of the President, Secretary, and <u>up to</u> four members-at-large; group B consists of the Vice-President, Treasurer, and again <u>up to</u> four members at large.</p>
November 22nd, 2023	<p>Reviewed and amended all by-laws as necessary to conform with ONCA, and to make certain other changes to ensure that the by-laws are internally consistent and that they better facilitate the governance of the club.</p> <p>Main changes:</p> <p>1.1 Definitions: (b) Articles, newly added to define Articles as the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, dissolution, reorganization, revival of the Corporation, letters patent, or supplementary letters patent;</p> <p>3.1 Annual Meetings, now set to be held in the last three months of each year. Updated from being held at the pleasure of the Board;</p> <p>3.4 Quorum, now set to be 27 Voting Members present in person or by telephonic or electronic means. Updated from being not less than 5% of Voting Members;</p> <p>5.2 Election and Term, now set to allow each director to serve no more than the greater of two terms consecutively, or five years consecutively in circumstances where a director is completing the second year of an officer's term. Updated from serving a maximum of two terms, with each term consisting of two years;</p> <p>5.2 (c) Terms of Office, now set to the periods beginning on the date of the AGM that a board member was elected and ending on the date of the second subsequent annual meeting following the annual meeting at which such director was elected. Updated from "two years after one's election";</p> <p>5.2 (d) Past President, now set to be appointed to the Board as a 13th Board member, subject to a vote by 70% of the Board and acceptance by the Past President. Updated from being a position taken up at the pleasure of the Past President;</p> <p>6.4 Chair, now set to permit the President, if present at the meeting, to delegate a Chair for any given Board meeting. Updated from requiring the President to act as Chair;</p> <p>11.3 Dissolution, now set to reflect the language in the Articles of the Corporation, where the Articles separately update the original Letters Patent.</p>

