



## **Wanless Park Community Tennis Club**

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# **By-Laws of the Wanless Park Community Tennis Club**

Updated at the AGM October 14<sup>th</sup>, 2023

## **Article 1 – Name**

This organization shall be known as Wanless Park Community Tennis Club. In this by-law it shall be referred to as the “Club”.

## **Article 2 – Object**

The Letters Patent define the object of the Club.

## **Article 3 – Membership**

Membership shall be open to anyone without regard to race, creed, colour, or nationality. Subject to the articles, there shall be two classes of members in the Club: adult members and junior members. The membership shall consist of individuals interested in furthering the Club’s object and who have applied for and been accepted into membership in the Club by resolution of the Executive. Members aged 18 and over as of January 1<sup>st</sup> of the current year shall be considered adult members. Each adult member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Club. Each adult member shall be entitled to one vote each at such meetings. Members aged under 18 as of January 1<sup>st</sup> of the current year shall be considered junior members. Subject to the Not-for-Profit Corporations Act, 2010 (the “Act”) and the by-laws, junior members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Club. The number of available adult and junior memberships shall be determined annually by the Executive.

## **Article 4 – Fees**

- a) The Executive shall determine the amount of the initiation fee and the annual membership fee.
- b) The Executive shall determine the policies regarding the implementation of the initiation fee.
- c) Members of the previous year shall be notified of the required annual fee and date of payment at least 14 days prior to the day designated on the website as the season's opening date.

## **Article 5 – Code of Conduct**

The Club shall have a code of conduct. Membership of any individual may be cancelled by the Executive for conduct considered prejudicial, harmful, or in contravention of the code of conduct of the Club. Upon 15 days’ written notice to a member, the Executive may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the code of conduct or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Executive a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Executive shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

## **Article 6 – Executive Responsibilities**

The board of directors of the club shall be referred to as the “Executive” and shall be responsible for the operation and activities of the Club which include but are not limited to the following:

- a) maintaining regular contact with the City of Toronto,
- b) obtaining playing permits,
- c) arranging for the opening and closing of the Club,
- d) collecting fees,
- e) purchasing equipment,
- f) ensuring the upkeep of the playing facilities,
- g) offering tennis instruction to the membership,
- h) organizing tennis tournaments and the Club championships,
- i) upholding the code of conduct of the Club,
- j) arranging social functions,
- k) preparing an annual budget.

In addition, league usage, instructional usage, or organized play by non-members will require prior approval of the Executive. The Executive shall be empowered to fill any vacancy that occurs within the Executive during its term of office, except for any vacancy that occurs under the provisions of Article 12. There is an Executive fiduciary responsibility on behalf of the members to set aside monies every year for the future renovations of the courts and needs of the Club.

The Executive may be required to execute documents while conducting the operations and activities of the Club. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Club must be signed by two of its Officers, one of whom must be the President or Treasurer. 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 Club to be a true copy thereof.

Without limiting the borrowing powers of the Club as set forth in the Act, but subject to this by-law, the Board may from time to time on behalf of the Club, with authorization of the Members:

- a) borrow money upon the credit of the Club;
- b) issue, reissue, sell, or pledge debt obligations of the Club;
- c) give a guarantee on behalf of the Club to secure performance of an obligation of any person; and,
- d) mortgage, pledge or otherwise create a security interest in all or any property of the Club, owned or subsequently acquired, to secure any obligation of the Club.

## **Article 7 – Executive Composition and Election**

Candidates for these offices must be adult members in good standing of the Club. The Executive shall consist of the following elected directors and officers who shall be referred to throughout the by-law as “officers”. All officers shall serve for a term of one year. Only the office of the Past President is not an elected position. The Terms of the President and Past President are as set out in Article 8.

The entire Executive shall be retired at each annual meeting. Each Board member shall be eligible for re-election to a maximum of five (5) consecutive terms of office. In the event an officer serves five (5) consecutive terms of office in any combination of positions, then a minimum of two (2) years off the Executive is required prior to seeking re-election. If the officer becomes President at any time, then their prior service as an officer will be set aside and Article 8 would apply with respect to limits to term of service. For example, an officer can serve on the Board for 4 consecutive years in various positions. Such officer can then seek the President position at which time, if elected, their Board tenure is set back to zero (0).

An election will take place at the Annual General Meeting, at which the Executive may call for nominations from the floor to fill any positions for which there were no nominations as of 14 days prior. All adult members in good standing represented in person, by proxy or, by digital means at the time of election are eligible to vote. Adult members will first vote to approve positions where only one candidate has indicated a willingness to serve in a particular position and then will vote by secret ballot on positions contested by two (2) or more candidates.

The Board shall consist of a maximum of ten (10) officers.

Five (5) officers is the minimum number for a legal Executive to function:

- 1) President, who shall also be the Chair;
- 2) Vice-President;
- 3) Treasurer;
- 4) Secretary; and,
- 5) Director of Membership.

The additional five (5) positions will be:

- 6) Director at Large
- 7) Director at Large
- 8) Director at Large
- 9) Director at Large
- 10) Past President

The Executive is required annually to create, revise, maintain, and communicate specific job descriptions for each of the four (4) positions of Director at Large prior to the call for nominations as set out in Article 11.

Each position shall carry one vote except for the Past President. A minimum of 50% of the voting members of the Executive should be present for an Executive vote. Motions require a simple majority to be passed. An officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by the Act. Except as provided by the Act, no such officer shall attend any part of a meeting of officers or vote on any resolution to approve any such contract or transaction. Should the declaration of conflict of interest be challenged by the affected officer or officers, a simple majority vote of the remaining Executive present is required to uphold the declaration.

The office of an officer shall be vacated immediately if:

- a) the officer resigns office by written notice to the Club, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
- b) the officer dies;
- c) the officer becomes bankrupt;
- d) the officer is found to be incapable of managing property under the Substitute Decisions Act, 1992 or the Mental Health Act;
- e) the officer is found incapable by any court in Canada or elsewhere; or
- f) at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the officer before the expiration of the officer's term of office.

### **Article 8 – President, Past President**

One person can remain as President for a maximum of five (5) consecutive years. The first term of President of the Club shall be for a period of two (2) years. The President may seek re-election for a second consecutive two-year term. Thereafter, the President can seek a final re-election for one year only making five (5) in total. After the year as Past President, a minimum of two (2) years off the Executive is required prior to seeking a position back on the Board.

### **Article 9 – Executive – Meeting Notice**

Members of the Executive shall receive at least five days prior notice of a formal Executive Meeting.

### **Article 10 – Special Meeting – Notice**

The Executive shall call a special meeting of the members on any issue which in their reasonable judgment will seriously affect the interests of the Club or its members or as required by the Act. The Executive must call a special meeting of the Club within 21 days of being petitioned to do so by the members of the Club who hold at least 5 per cent of the votes that may be cast at a meeting of the members sought to be held. Notice of the principal topic must be advised by the petitioners. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. The Executive must inform the membership of the meeting as per the AGM notice requirement in Article 11.

The Board is required to ensure that members have the opportunity to participate and vote at special meetings in person, by proxy, and by digital means. “Digital means” means electronic means that permits all participants to communicate adequately with each other during the meeting and an individual participating by such means is deemed to be present at the meeting.

A quorum for any members’ meeting shall be 20 adult members in good standing. All adult members in good standing represented in person, by proxy or by digital means at the meeting may vote. Unless otherwise specified in this by-law or the Act, a motion shall require a simple majority to be passed.

### **Article 11 – Annual General Meeting – Notice**

At least 30 days in advance of the annual general meeting, the Executive shall invite the membership to nominate officers of the Club. Specific job descriptions for each of the four (4) officers designated as Directors at Large must be included with the invitation for nominations. Subject to the Act, the Executive shall give not less than 14 and not more than 50 days written notice of the annual general or special members’ meeting, its proposed agenda, and the names of all nominees who have agreed to stand for election to an office. Such notice shall be given in the manner specified in the Act to each adult member, by a public posting on the website, and by email at the member’s last address as shown in the records of the Club.

### **Article 12 – Change of Executive**

Upon a vote of non-confidence by a simple majority of the adult members participating at a meeting of the members, in person, by proxy or by digital means, an officer may be removed from office. The vacancy may be filled at such meeting, or the senior remaining Executive Officer shall immediately receive nominations for replacement(s), and announce a date not less than 21 days later when an election shall be held at a special meeting of the members.

If the entire Executive should be removed from office, the meeting shall elect an interim chair, who shall likewise receive nominations for replacement(s) and establish a date for an election. The interim chair shall become Acting President until the new Executive is elected. The interim chair shall allow no expenditures of Club funds during their tenancy of the office and shall instruct an auditor to undertake an immediate audit of the Club’s financial standing.

### **Article 13 – Changes to the By-Laws**

- a) The By-Laws may be amended at any meeting of the members.
- b) Any such amendment must be passed by a majority of the votes cast.

#### **Article 14 – Liability and Indemnity of Executive**

- a) Every member of the Executive shall act honestly and in good faith with a view to the best interests of the Club and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no member of the Executive shall be liable for any loss, damage or misfortune that shall happen in the execution of the duties of such office or in relation thereto.
- b) The Club shall indemnify a member of the Executive or former member of the Executive against all cost, charges and expenses reasonably incurred in respect of any civil, criminal or administrative proceeding to which such person is made a party by reason of being or having been a member of the Executive, if such person acted honestly and in good faith with a view to the best interests of the Club and had reasonable grounds to believe that his or her conduct was lawful.
- c) The Club may purchase and maintain such insurance for the benefit of any person referred to in this Article as the Executive may from time to time determine.

#### **Article 15 – Executive - Remuneration**

Officers shall receive no remuneration or honorarium for acting as such, but shall receive a free membership for themselves and their immediate family, all living in the same household, for the year(s) in which they act as officer. Such free membership shall be revoked upon the resignation or removal of an officer, but they may continue as a member of the Club upon payment of the annual fee. Officers may be reimbursed for reasonable expenses they incur in the performance of their duties.