

THUNDER BAY COMMUNITY TENNIS CENTRE

CONSTITUTION

November 18, 1998

Revised September 2021

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ARTICLE 1.0 NAME

The name of this organization shall be the Thunder Bay Community Tennis Centre, hereafter called the "Tennis Centre".

ARTICLE 2.0 INTERPRETATIONS

2.1 Wherever the word "Executive" occurs in this constitution it shall be understood to mean the Executive of the Thunder Bay Community Tennis Centre.

ARTICLE 3.0 DEFINITIONS

3.1 The governing body of the Tennis Centre shall be called the "Executive" and shall include but not limited to, the past president, president, vice president, secretary, treasurer....

3.2 The Executive shall include, but not be limited to, elected members and committees.

3.3 A member is a person having paid the membership fee of the Tennis Centre.

ARTICLE 4.0 PURPOSE

To administer the Tennis Centre facilities and implement and encourage participation in the sport of tennis in the City of Thunder Bay.

ARTICLE 5.0 OBJECTIVES

5.1 To maintain and improve the facilities of the Tennis Centre.

5.2 To plan and implement programs and opportunities for skill development, including lessons, clinics, junior development and instructor development.

5.3 To provide recreational and competitive play, including leagues, tournaments, socials and casual play.

5.4 To co-operate and support school programs and regional and provincial events.

5.5 To administer funds, maintain records and prepare budget and financial reports for audit and presentation to the Annual Meeting of the Tennis Centre.

5.6 To co-operate with the City of Thunder Bay Community Services Department-Recreation Division, in the promotion of tennis as a sport on a community-wide basis.

- 5.7 To make available the services of the Tennis Centre to the public without discrimination, and including programs for all ages, levels of ability and background.

ARTICLE 6.0 AFFILIATIONS

Whenever possible, and at the discretion of the Executive, the Tennis Centre shall affiliate with the Ontario Tennis Association or with any other organization that it might deem beneficial.

ARTICLE 7.0 EXECUTIVE OFFICERS AND DUTIES

The Executive consists of no more than 12 members. Members are eligible for nomination to the Executive. The members shall be elected annually by the membership to hold office for a two-year term. Election of Executive members will alternate 6 of its members being elected in even-numbered years and 6 of its members being elected in odd-numbered years. Executive members are allowed to serve three consecutive two-year terms. If there are no suitable candidates to fill a vacant position, an Executive member who has reached his/her maximum term can continue to serve, if recommended by the Nominations Committee. Executive members who have served a maximum term on the executive and have stepped away from for a minimum 1 term are able to put their name forward for the nomination process if recommended by the Nominations Committee.

- 7.1 President - The president shall be the Chief Executive Officer of the Tennis Centre. Shall preside at all meetings of the Tennis Centre and the Executive. Shall implement all orders and resolutions of the Executive. Shall be an ex-officio member of all committees; prepare and submit to the members at the Annual Meeting a report of the preceding year for its approval. The president, when presiding at executive meetings, shall only vote to break a tie. The President is allowed to serve up to three consecutive one-year terms.
- 7.2 Vice-President - In the absence of the Chairperson, assumes the duties and powers of the Chairperson. The Vice-President shall perform such other duties as may, from time to time, be determined by the Executive. In the absence of the President and Vice-President, the performance of their duties and powers shall be delegated to a Chairperson appointed by the Executive. The VP is tasked to uphold the constitution and ensure adherence to the guidelines.
- 7.3 Secretary – The Secretary shall ensure the proper recording of the minutes of all meetings of the Executive and shall issue notices of such meetings. The Secretary shall perform other duties as may be assigned.
- 7.4 Treasurer - The Treasurer shall ensure that the financial activities of the Tennis Centre are properly recorded and that all the funds and securities of the Tennis Centre are secured with a

financial institution in the name of the Tennis Centre. The Treasurer shall present financial reports to all regular meetings of the Executive and shall present a budget and an audited financial report to the Annual General Meeting. The Treasurer shall perform other duties as may be assigned by the Executive.

- 7.5 Communications Officer - The Communications Officer shall communicate from the executive to the membership and vice versa.
- 7.6 Social - The Social Chairperson shall develop, initiate and coordinate the Tennis Centre's social effort, i.e., Open House, Wind-up Banquet, weekly socials. Plan for social opportunities for new and existing members.
- 7.7 House and Grounds - The House and Grounds Chairperson shall oversee the general maintenance and upkeep of buildings and properties. Organize a committee to perform a general clean-up and install windscreens in the spring and fall. Arrange for seasonal start-up and shut-downs. Maintain all the Tennis Centre's house and ground equipment in good repair.
- 7.1 Members-at-Large – Members-at -large shall participate fully in the business of the Executive and the affairs of the Tennis Centre. The members shall assist Executive Members on committees and shall also voice the concerns of members to the Executive.

ARTICLE 8.0 ELECTION AND TERMS

- 8.1 The election of Executive Officers shall be held at the Annual General Meeting of the Tennis Centre.
- 8.2 Prior to the Annual General Meeting, a Nominating Committee of three (3) shall be appointed by the Executive to bring forth a slate of officers for the coming year. Nominations for office may be submitted to the Nominations Committee up to 4 weeks prior to the Election.
- 8.3 Nominations from the floor at the Annual General Meeting shall only be accepted to fill vacancies on the executive for the upcoming year
- 8.4 If additional nominations are not submitted, the nominations shall be closed and the nominated slate shall be elected at the Annual General Meeting.
- 8.5 When additional nominations are filed, the names of all candidates shall be presented to the general membership at the Annual General Meeting and an election shall be held. Candidates receiving the most votes cast shall be declared elected.
- 8.6 The Nominating Committee shall also act as Election Committee, shall prepare and distribute ballots, supervise the election and the counting of ballots, and shall certify, in writing, the names of successful candidates duly elected to the Executive. Members elected shall take office immediately following the annual general meeting.

- 8.7 The Chair of the Annual General Meeting shall call for a motion to destroy the election ballots and the ballots shall be subsequently destroyed by the Nominating Committee.
- 8.8 A recommendation for removal of an elected or appointed member of the Board of Directors shall require a 2/3-majority vote of the Board of Directors. Any such motion will require one week's notice prior to the motion being tabled to be considered.

ARTICLE 9.0 VACANCIES

Vacancies shall be filled in the following order:

1. Replace a vacancy with the runner-up from the last election of the Executive Officers.
2. Vacancies shall be filled by appointment at the Executives' discretion.

ARTICLE 10.0 MEMBERSHIP

- 10.1 Membership is open to all.
- 10.2 All persons having paid the annual membership fee are considered members of the Tennis Centre.
- 10.3 Senior Membership shall refer to all those who have attained their 19th birthday before January 1st of the playing year.
- 10.4 Junior Membership shall refer to all those who have attained their 14th birthday before January 1st of the playing year, but have not attained their 19th birthday before January 1st of the playing year.
- 10.5 Juvenile Membership shall refer to all those who have not attained their 14th birthday before January 1st of the playing year.
- 10.6 All members in good standing, eighteen (18) years of age or over, have the right to nominate, stand for office, move and second motions and vote for any matter at an Annual General Meeting.
- 10.7 Any other membership classifications that are deemed necessary from time to time to be determined by the Executive.
- 10.8 The membership fees shall be determined from time to time by the Executive.

ARTICLE 11.0 MEETINGS

- 11.1 The Executive of the Tennis Centre shall meet monthly on a day and time resolved by the Executive to administer the affairs of the Tennis Centre.
- 11.2 The Executive may, at anytime, call a special General Meeting to consider issues of importance to the membership.
- 11.3 The Executive shall convene an Annual General Meeting of the Tennis Centre for the purpose of reporting on the affairs of the Tennis Centre to the membership and for the election of Officers.
- 11.4 The meetings of the Executive shall be open to all members of the Tennis Centre who may attend but may not vote on any of the proceedings.

ARTICLE 12.0 FINANCIAL SYSTEMS

- 12.1 The funds and securities of the Tennis Centre shall be deposited for safekeeping in the name of the Tennis Centre with a financial institution to be selected by the Executive.
- 12.2 All financial documents and contracts shall carry a minimum of two (2) signatures of the following Executive members: President, Vice-President or Treasurer.
- 12.3 The fiscal year of the Tennis Centre, on which records are maintained, shall begin on the first day of October in each year.
- 12.4 The Executive shall administer all funds and securities of the Tennis Centre, and shall present a financial report at the Annual General Meeting.
- 12.5 The Executive shall annually appoint persons from outside the active Tennis Centre, with no vested interest to audit the financial records of the Tennis Centre.
- 12.6 A copy of the financial statement shall be filed with the City of Thunder Bay Community Services Department, Recreation Division.
- 12.7 The books and records of the Tennis Centre shall be open to inspection by members at all reasonable times, upon reasonable notice to the Executive.
- 12.8 If authorized by a bylaw which is duly adopted by the Executive, and confirmed by ordinary resolution of the members (50%) or by special resolution (2/3) of the members, the directors may from time to time:
 - a) borrow money on the credit of the corporation;
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation to secure any debt obligation

ARTICLE 13.0 VOTES TO GOVERN

At all meetings, REGULAR MOTIONS shall be decided by a simple majority and SPECIAL MOTIONS by 2/3 majority. Special motions include, but are not limited to removal of a director, revoking of membership, borrowing by the corporation or any changes or any amendments to the bylaws and constitution of the corporation.

ARTICLE 14.0 CASTING VOTE

- 14.1 At a regular monthly, or special meeting, each Executive member in attendance shall be entitled to one vote on each issue.
- 14.2 At the Annual General Meeting, or any special General Meeting, of the Tennis Centre each senior member in attendance shall be entitled to one vote on each issue.
- 14.3 The chairperson at any meeting of the Tennis Centre shall vote only to break a tie.

ARTICLE 15.0 QUORUMS

- 15.1 A quorum for the regular or special Executive Meeting shall be a simple majority of the Officers.
- 15.2 A quorum for the Annual General Meeting shall be a simple majority of the Executive, plus a minimum number of 10 Tennis Centre members.
- 15.3 Meetings shall be adjourned, and no business conducted if there is no quorum within 30 minutes after the scheduled time for the meeting.

ARTICLE 16.0 AMENDMENTS TO THE CONSTITUTION

- 16.1 Recommendations for amendments may be made by a 2/3 majority vote of eligible voters present at the Annual General Meeting of the Tennis Centre.
- 16.2 Notice of motion such amendment shall be made at a General Meeting not less than four (4) weeks prior to the meeting at which it is voted.
- 16.3 Notice of the meeting specifying the amendments being proposed shall be given through all member communications distributed to the membership four (4) weeks prior to the Annual General Meeting.

ARTICLE 17.0 COMMITTEES

- 17.1 The Executive of the Tennis Centre may establish Standing Committees or Ad Hoc Committees to assist with the administration of the Tennis Centre.
- 17.2 Committees shall be responsible and accountable to the Executive, and membership of each committee shall be ratified by the Executive.

ARTICLE 18.0 POWERS

The affairs of the Tennis Centre shall be managed by the Executive and no activities shall be held in the name of the Tennis Centre without approval of the Executive.

ARTICLE 19.0 CODE OF ETHICS

- 19.1 No paid employee of the Tennis Centre shall be a voting member of Executive.
- 19.2 An Executive Officer shall receive no remuneration for acting as such.

ARTICLE 20.0 ROBERT'S RULES OF ORDER - Including Rules and Order

All meetings of the Tennis Centre shall be conducted under the 'Robert's Rules of Order'.

Article 21.0 INDEMNITY OF THE EXECUTIVE

Subject to the provisions of the Act**, every Executive member of the Corporation and his heirs, executors, administrators and estate and effects, respectively, will from time to time be indemnified and saved harmless by the Corporation from and against;

a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own willful neglect or default.

** *Corporations Act* (Ontario), R.S.O. 1990, c. C.38