

# ROSETHORN TENNIS CLUB CONSTITUTION

## SECTION I. NAME

The name of the club is Rosethorn Tennis Club, herein called the "Club".

## SECTION II. PURPOSE

To provide recreational tennis for the community.

To promote and aid in the instruction of players of all levels.

- a. To set up rules to ensure a properly run tennis club.

## SECTION III. MEMBERSHIP

### 1. ELIGIBILITY:

Membership in the Club shall be open to all City of Toronto residents, (subject to Section III below) with preference, if any, given to those members renewing their membership and Rosethorn community residents. Existing members who are non-residents of Toronto, but who were members as of 2010, will continue to be eligible to renew their memberships. If the membership is full, no new applicants who reside outside of the city of Toronto will be accepted.

### 2. AFFILIATION:

The Club shall operate as an affiliate of the City of Toronto –York Division of the Parks, Forestry and Recreation Service (the "Department"), subject to such rules and conditions as may from time to time be established by the Department.

### 3. EXPIRATION AND RENEWAL:

- a. Memberships shall expire on December 31st of each year.
- b. It is the responsibility of the Executive to determine the membership fees established each year prior to accepting applications for renewal. The Executive may elect to charge guest fees and/or initiation fees. Membership fees for renewals or new registrations will be payable annually to the Club. There will be three categories of membership: 1) **Adults** (18 years of age or older as of February 1<sup>st</sup> of the current year), 2) **Juniors** (under 18 years of age as of February 1<sup>st</sup> of the current year), and 3) **Family** (two adults, unlimited number of Juniors residing in the same household).
- c. Memberships may be renewed or applied for during such time periods and in such manner as may be designated by the Executive. Every effort shall be made to notify members of renewal by email to the address last provided by the member. Notice will be given on the website as to when renewals or applications for next year will be accepted, with 30 days notice.
- d. The Executive may designate a time period during which only applications for renewal may be accepted, after which period both applications for renewal and new applications for membership may be accepted.
- e. Persons whose memberships have expired, and who failed to renew before the date on which applications are accepted from new members, shall not be entitled to priority over new applicants for membership or placement on teams, or into the house leagues.
- f. New or renewal Adult memberships shall not be accepted for the current year after Sept 1 of each year but applications for Junior memberships may be accepted until September 15 each year, to enable Juniors to take lessons in the fall.

- g. The Executive may elect to decline an application for membership in the event that complaints have been received regarding the applicant in previous seasons, but the reasons must be provided to the applicant, so that they may be given an opportunity to respond to the complaint (i.e. inappropriate language, inappropriate attire, failure to follow club rules).

The Executive will limit membership according to the Department recommended guidelines (approximately 100 adults per court = total 300, to a maximum of 310). The Executive will create a waiting list in accordance with Department Regulations, if the maximum total number of members is reached in a season.

- h. Memberships are non-transferable.
- i. Memberships will not be refunded to those who have unsuccessfully tried out for a Rosethorn competitive team.

#### 4. NOTICE OF MEETING:

- a. Notice of the time and place and nature of the business to be discussed at any meeting of the members shall be given in the following manner:
  - (i) by continually posting a notice in a conspicuous position on the club website and/or club outdoor notice board, commencing at least thirty (30) days prior to the date of the meeting; and/or
  - (ii) by email of the meeting to each member thirty (30) days prior to the date of the meeting to the last known email address.
- b. Notice of the Annual General Meeting ("AGM") shall be given in either of the manners aforesaid, and must take place before December 31<sup>st</sup> of each year.

#### 5. MINUTES:

The Secretary shall keep minutes of all meetings of the Club and any member shall be entitled to look at the minutes of any general meeting of the members upon request. The format for these minutes will be decided upon by the President.

#### 6. VOTING at General Meetings for Members or by Electronic Vote:

- a. Each Adult member shall be entitled to one (1) vote per motion at any meeting of members, including but not limited to AGMs.
- b. Only Adult members in good standing and present at such meetings will be entitled to vote. Parents and guardians of Junior members, who are not themselves Adult members, shall not be allowed to vote.
- c. Upon arrival, all members attending the meeting must sign in beside their name on a membership list provided by the Membership Director. The Membership Director, or another Executive member, may require proof of identification to vote (eg. drivers license, credit card) if an individual is not known.
- d. Votes for executive positions must be made using a secret ballot which shall include the name of the position or the member running for the position. The Executive may elect to use secret ballots for any motion or decision being made.
- e. Votes will be tallied and cross checked against the sign-in list to ensure only eligible members are given ballots to vote, that only eligible members vote on motions made at general meetings, and to ensure that the correct number of votes are received for each decision or elected position. The Executive shall ensure that an

effective system is established to ensure that members only vote once for each motion and elected position

- f. No proxies will be valid.
- g. All decisions/motions shall be decided on the basis of the majority of those present. A quorum of 15 members is required at all general meetings where constitutional issues and financial decisions greater than \$5000 are being finalized. If a quorum is not reached, then the Executive must conduct the vote via email/Internet.
- h. Suggested changes to the Constitution from members outside of the Executive must be submitted to the President in writing and require a minimum of 21 days in order to give time to provide notice to all members either by email, website and/ or mail. All amendments relating to it shall only be adopted if passed by the majority of the members present at either an Annual General Meeting or a special meeting called for this purpose. Members of the Executive may recommend constitutional changes at an Executive meeting, but they must be passed at a general meeting to be implemented.
- i. The current contracted Club Tennis Professionals and the staff working for them and members of their immediate family (hereafter Tennis Staff) shall be granted honorary club memberships, with full court privileges, at no charge, but shall not be entitled to any voting privileges, nor may any of the Tennis Staff attend the AGM or a general meeting without being invited to do so by the President or other Executive member, as agreed upon by the majority of the Executive.
- j. Notwithstanding the foregoing provisions of this section 6, in lieu of calling a general or special meeting of the members to vote on any matter whatsoever, the Executive may submit any matter requiring member approval, decision or ratification to the membership via electronic notice (eg. email), and the members shall vote on such matters by way of electronic vote (eg. email), provided: (i) that the Annual General Meeting shall not be replaced by the aforesaid electronic process; (ii) each motion presented to the membership via electronic means shall have been first made and seconded by members of the Executive; (iii) each member voting on each such matter shall provide his or her current membership shoe tag number together with his or her vote in order that the Membership Director or other Executive member may verify the member's eligibility to vote on the matter; and (iv) that each such matter shall be determined by a majority of eligible respondents whose votes are received on or before the date specified in the notice respecting the matter.

#### **SECTION IV. EXECUTIVE**

- A. Each member of the Executive shall be a member of the Club for the playing season during which he/she serves, and in the event that any member of the Executive shall fail to do so, such member of the Executive shall cease to hold office upon the date of the opening of the membership to new members.
- B. ELECTION AND TERM OF OFFICE
  - i. The Executive shall be elected among the members at each Annual General Meeting and shall serve until the next Annual General Meeting or until their successors are elected or appointed.
  - ii. The Executive, where possible, shall consist of a President, who should be a Club member for at least the two years prior to his or her nomination, the Past President, who shall remain in office one year following their term as President, unless the majority of the Executive agree to an additional year, Vice President, Secretary, Treasurer,

Membership Director, Ladies' Houseleague Director, Social Director, Men's Houseleague Director, and Director of Information Technology.

- iii. Only voting members may hold an Executive position (i.e. must be  $\geq 18$  years old).
- iv. Members of the Executive shall be eligible for re-election.
- v. No member of the Executive may occupy the same office for more than three consecutive years unless there is not another member who is nominated and wishes to hold the applicable Executive position.
- vi. No two members may be from the same family.
- vii. In the event that an Executive member holds more than one position, only one vote shall be allocated.
- viii. In the event that a position is vacant, it will be up to the discretion of the Executive as to which functions shall be performed, and by whom. If no person is elected for a particular position at the Annual General Meeting, then the Executive shall have the right to subsequently appoint someone, subject to the approval of the majority of the Executive.
- ix. If an Executive member fails to carry out their responsibilities, or acts against the interests of the Club, despite reminders, the Executive, may at their discretion, terminate their position. This decision shall be decided upon by the majority of the Executive.

#### NOMINATIONS:

Nominations may be made by the Executive or by a nominating committee appointed by the Executive, or a current member of the Club. Nominations must be submitted to the Executive at least 21 days prior to meeting. Any nominee must be a member in good standing with the Club. The nomination must be seconded by a member in good standing with the Club. The nominee must be eligible for membership renewal for the following year. The nominee must accept such nomination in writing (email shall suffice).

Nominations will not be accepted from the floor at the Annual General Meeting. If a position is vacant after the nomination time period has ended, the President may appoint someone, subject to agreement by the majority of the Executive.

#### C. RESPONSIBILITIES:

- a. The property, business and affairs of the Club shall be managed by the Executive.
- b. In general, the Club is run by the elected Executive and all policies, rules, etc., of the Club must be approved at Executive meetings.
- c. If an urgent decision is needed and it is difficult to obtain a quorum for a meeting, the Executive may elect to make a decision by email, provided that the majority of the Executive are in agreement.
- d. The majority of the Executive must approve the appointment of any Co-ordinator for Club functions, such as Team Captains, Tournament Chairman, Inter-county Captains, Junior Representative, Website Designer, Communication Co-coordinator (Newsletter), City Liaison, etc., or the appointment of people to perform such functions as scheduling the porta potty, locking and unlocking the courts for Public Time, and other tasks deemed necessary by the Executive. All such people will carry out the Club Policies as approved by the Executive.

- e. The President will be responsible for calling Executive Meetings and an Annual General Meeting, chairing such meetings, and seeing that the Club is organized and run in accordance with the Constitution and the Club rules established by the Executive.
  - f. The Vice President - Contracts shall act as chair for any subcommittee established for the purpose of contracting an individual or company to perform work for the Club, including, but not limited to a Tennis Club Professional ("Club Pro"), Court Monitor and Maintenance Manager. Such subcommittees must include at least 2 members from the Executive who shall screen and make recommendations to the Executive respecting the hiring of any such independent contractors. Following approval by the majority of the Executive, the Vice President - Contracts shall be responsible for contracting with a Club Pro to teach Club members, intercounty teams and /or Junior and Adult programs; a Court Monitor, who shall ensure members have priority on our courts, and will assist in collection of Junior membership fees; and a Maintenance Manager, who shall ensure that the courts are well maintained. The Vice President - Contracts, the President or another member of the Executive shall be designated by the Executive to monitor and have regular meetings with the contractors to ensure that they are in compliance with the terms of their contracts, and that the needs and concerns of both members and contractors are addressed. It is expected that all concerns, and the results of all such meetings, be communicated to the Executive. An Executive meeting must be called in the event that there are on-going concerns or a significant problem with the conduct of any contractor hired by the Club.
  - g. The Executive shall ensure that no contractor shall work with the Club without a current contract, and that all changes/additions to the contracts must be approved by the Executive or the subcommittee established by the Executive for that purpose. It is the Executive's responsibility to ensure that the contractors hired meet the needs of all Club members. The Executive has the right to terminate a contractor in accordance with the terms of the contract, without consultation with the general members, given the confidential nature of the terms of contract, and given that the Executive is most knowledgeable of all complaints and information concerning the contractors.
  - h. In the event that a tennis professional is contracted with the Club, the Club Pro, and their approved Assistant Pros and staff, shall be the sole and exclusive provider of tennis programming at the Club for the period specified by the contract in effect. During this contractual period, the Club will not use other tennis pros for any Club activities without written agreement by the Club Pro.
  - i. General members of the Club are encouraged to submit their concerns or comments throughout the year to the President by mail, or to the email address designated by the Executive. All members are expected to adhere to the Rules and Regulations as posted annually. All comments, both positive and negative, about the Club Pro, or the Club programs offered must be submitted to the President, who shall communicate any concerns to the Executive for discussion and consideration.
- E. Elected Positions:
- a. The President or someone appointed by the President shall be responsible for arranging for Executive Meetings, which shall be called a minimum of twice per year, and an Annual General Meeting, once per year, and any special meetings that may be necessary. The President shall create and/or approve the content of all communications to members, ensuring that the Executive is performing their duties to meet the needs of Club members.
  - b. The Past President is specifically required to provide experienced continuity from one year to the next, and assist with the decisions made by the Executive.

- c. The Vice President - Contracts is responsible for arranging subcommittees, at the direction of the Executive, for the purpose of contracting individuals or companies to perform work needed by the Club, such as a Club Pro, Court Monitor, Maintenance Manager and IT Service Provider.
- d. The Membership Director has responsibility for all details of the Club roster and Club memberships, including, but not limited to processing all payments received, keeping records of all membership applications received on a computerized list, distributing receipts and tags to members, and for turning all monies received and supporting materials over to the Club Treasurer, as required by the Executive.
- e. The Treasurer will keep all financial records, do the banking, etc. and report to the Executive and at the AGM, as requested, for all financial matters. The Treasurer must show the books to the Executive whenever requested.
- f. The Secretary is required to perform all secretarial duties as required for the Executive in general and the President as he or she requires, including taking and distributing minutes of all meetings.
- g. The Vice-President shall assist the President as needed and decided by the President. This may include chairing meetings, assisting with social events and maintenance. The Vice-President, the President, or a person designated by the President, will be designated as the sole Intercounty representative, and shall be the only person other than the president allowed to communicate on behalf of The Club to the Intercounty Tennis Association (ICTA). The Vice-President shall be the representative for dealing with the Department on such matters as maintenance, renewal of permit etc.
- h. The Men's and Ladies' House League Directors shall be responsible for scheduling regular recreational tennis for members wishing to play in the weekly House Leagues, and assisting the President, where applicable, to appoint House League conveners for the daytime. Rules may be created by the Houseleague directors, subject to the approval of the President and at least one other member of the Executive. Year-end tournaments may be run by Houseleague Directors, subject to the approval of the Executive.
- i. The Social Director shall be responsible for planning the Opening event, and any other tournaments and socials which are approved by the Executive. In the event that there is no Social Director, it shall be the responsibility of the President to assume responsibility for this function, or appoint an alternative member of the Executive.
- j. The Director of Information Technology shall be responsible for managing the membership registration system, maintaining the newsletter distribution list, managing updates to the Club's website and managing IT service providers.
- k. Members wishing to become intercounty Captains shall present an overview of their plans to the Executive for approval prior to starting each season to ensure consistency amongst teams and shared agreement regarding Club philosophy for competitive teams competing at the intercounty level. Should more than one person wish to Captain the same team, the final decision shall be made by the majority of the executive after discussion and review of each proposal.
- l. All captains, for each team, are expected to work co-operatively with each other and in the interests of the Club, and shall ensure that rules are communicated to team members regarding good sportsmanship and proper court etiquette. All captains must ensure that all players have paid their membership fees and submitted their applications PRIOR to trying out and or playing for a competitive Rosethorn team.

m. Any player who has not submitted his/her annual membership fee shall not be permitted to play for the Club. If a complaint is received from the Intercounty Tennis Association, or other participating teams, concerning one of the members of our team, the Executive has the right to revoke his/her place on the team, and may also terminate their membership with the Club.

F. VACANCIES:

If a vacancy on the Executive arises, the remainder of the Executive may appoint a member to fill it (provided that a quorum remains in office).

G. MEETINGS:

- a. 50% of the Executive in effect at the time a meeting is called shall constitute a quorum. All motions/decisions/votes must be approved by the majority of those executive members present, provided that a quorum is present. In the event of a tie, the motion will not pass.
- b. Meetings may be called by the President or any three members of the Executive.
- c. Notice of a meeting of the Executive shall normally be a minimum of three days, wherever possible, except in the case of an emergency situation, in which case each member of the Executive must be given at least 24 hours notice prior to the meeting, but failure by any such member to receive such notice shall not invalidate any business transacted at such meeting provided that a quorum is present and acting throughout.
- d. The President or, in his/her absence, The Vice-President or another Executive member, appointed by the President, shall act as Chairman at all Meetings of Members or of the Executive and shall be entitled to one vote.
- e. Any new business to be raised must be submitted in writing to the President and Vice-President at least 21 days prior to a General meeting, so that all members can be informed of additions to the Agenda within 14 days of a General Meeting. Any new business raised at a General Meeting without prior written notice cannot be voted upon until the next General Meeting is held.

## **SECTION V. CONFLICT OF INTEREST**

All contractors and all Executive members must refrain from any activities that create a potential 'conflict of interest' with the Club. Any such conflict must be communicated to the President immediately, and the President or delegate must then work with the contractor or Executive member to mitigate or eliminate the conflict of interest. Any decisions regarding a conflict of interest must be discussed and supported by the majority of the Executive.

## **SECTION VI. SIGNATURE ON DOCUMENTS**

1. Cheques, contracts, documents or any instruments in writing requiring signature of the Club shall be signed by any two (2) of the President, a Vice-President, the Membership Director or the Treasurer.
2. All Cheques, contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality.
3. The Executive shall have power from time to time to appoint an officer or officers of executive on behalf of the Club either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing, but no one may sign a contract on behalf of the club without approval by at least three Executive members.
4. The Executive may not borrow any money on behalf of the Club without approval of two-thirds of the majority present at any General Meeting which must be called.

5. As the Club is a non profit organization, no money may be paid to any charity from club funds, unless the Club runs a fundraiser specifically for a particular charity, and is advertised as such to club members. Any funds given to a charitable organization, as the result of such fundraiser, must not exceed the net funds actually raised for that purpose.
6. The executive may elect to send flowers, set up a memorial, or pay funds to a charity in memory of a deceased member or their family. Such decisions shall be made by the executive on a case-by-case basis.

## **SECTION VII. INDEMNITIES TO DIRECTORS AND OTHERS**

1. Every member of the Executive, his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the majority of the Executive, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
2. The Club shall also indemnify any director in such other circumstances as the Corporations Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to claim indemnity apart from the provisions of this by-law to the extent permitted by the Corporations Act or law.

## **SECTION VIII. FINANCES**

### **FINANCIAL YEAR:**

The end of the fiscal year shall be the end of the calendar year or as decided by the Executive.

### **1. AUDITS:**

- a. The accounting records and financial statements presented to the members shall be reviewed and approved by the Executive and reported at each General Meeting held.
- b. The Executive, and/or the majority of the members at an AGM, may request an audit following a review of the Treasurer's financial statements and books, and after hearing the Treasurer's report.
- c. Given cost considerations, an audit should only be called if there is reason to question the accuracy of the financial statements.

### **BORROWING:**

The Executive shall not borrow money on the credit of the Club without the express consent of the executive members evidenced by a resolution passed at a meeting of the members duly called for that purpose.

## **SECTION IX. PLAYING SEASON**

The end of the playing season of the Club shall be no earlier than September 30, but may be extended as decided by the Executive.



**SECTION X. RULES AND REGULATIONS**

1. The Executive shall have the right to enact such rules and regulations as it deems necessary from time to time to ensure the safety and proper conduct of members and efficient operation of the Club and utilization of its facilities.
2. The Executive shall have the right to suspend/revoke the membership of any member whom it judges to be in default of such rules and regulations. The Executive may revoke the membership of any member due to improper attire, inappropriate language or behaviour, complaints received, or for any other reason decided on and fully documented. The decision to revoke or suspend a person’s membership is subject to a vote by the majority of the Executive. Anyone who has ever had their membership revoked may not join the club again without the agreement of the majority of the current Executive. Such notices shall be sent to the last known address.
3. At any Annual General Meeting before a playing season or a Special General Meeting during such playing season the members of the Club may enact such rules and regulations as they shall see fit and change any rules and regulations previously enacted by the Executive.
4. All rules and regulations and amendments or additions thereto shall be emailed or mailed to all members or posted on the club website and/or bulletin board.

**SECTION XI. NOTICES**

1. Any notice required or permitted to be given to a member may be given by prepaid ordinary mail or email, addressed to such member at his last mailing or email address shown on the Application or latest address updated records of the Club and shall be deemed to have been given when emailed or posted.
2. When a given number of days notice is specified, the day of posting and the day of the meeting or other event in respect of which the notice is given shall be excluded in counting such number of days.
3. Any notice required to be given in writing shall be deemed to have been given if a complete message in respect thereto shall be left by a telephone call to an adult person at the member's residence.

**SECTION XII. AMENDMENTS TO CONSTITUTION**

1. This Constitution shall be adopted and may be amended only by a resolution passed by a majority vote of the members present, provided a quorum is met, at an Annual General Meeting or a special meeting duly called for the purpose.
2. In the event a quorum (15) is not met, then the motion will be submitted to the membership via an electronic vote (email). The motion will be passed by a majority of respondents.
3. A copy of the proposed resolution shall be included with the notice of such meeting.

Approved by Executive of Rosethorn Tennis Club on the 14<sup>th</sup> day of November, 2020.

(Signed) \_\_\_\_\_

(Signed) \_\_\_\_\_