

The Craig Henry Tennis Club

CLUB CHARTER

September 3rd, 2019

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Article 1 - Bylaws

- 1.1 The purpose of these bylaws is to provide guidelines for the operation and conduct of the Craig Henry Tennis Club.
- 1.2 This Bylaw replaces all past bylaws.
- 1.3 A copy of the By-Laws of the Club shall be available within the clubhouse at all times for the inspection of members.

Article 2 – Name and Location

- 2.1 The organization shall be known as the Craig Henry Tennis Club hereinafter referred to as “the Club” and shall carry on as a not-for-profit community tennis club.
- 2.2 The location of the organization shall be at 135 Craig Henry Drive in the city of Ottawa, in the province of Ontario K2G 4M6.

Article 3 – Purpose and Objectives

- 3.1 To encourage and promote the game of tennis at all age levels regardless of ability.
- 3.2 To respect and observe the regulations of the City of Ottawa in relation to tennis.
- 3.3 To develop rules and regulations for the Club which support the enjoyment of the game of tennis by all members.
- 3.4 Develop and implement a feasible and affordable Capital Expenditure Program for the upkeep and improvement of the existing facilities and the inclusion of new projects in response to the needs of the membership.

Article 4 – Affiliation

- 4.1 The Club may choose to have affiliations with other organizations and/or clubs.

Article 5 – Membership

- 5.1 Membership will be open to all.
- 5.2 All members agree to abide by the Code of Conduct, Bylaws, Rules and Regulations of the Club.
- 5.3 The membership year will be the current calendar year.
- 5.4 The membership fees and types are in line with the City of Ottawa fee structures. The Board of Directors may offer additional membership types.
- 5.5 Memberships are non-transferable.
- 5.6 The Club reserves the right to restrict the maximum number of members eligible to join.
- 5.7 A member in good standing is one who has paid any membership dues or other fees owing to the Club and who is not the subject of a disciplinary investigation or sanction by the Club.

Article 6 – Disciplinary Action

- 6.1 Any allegations of improper conduct and behavior by Club members shall be investigated by at least two members of the Board of Directors or by an ad hoc committee appointed by the Board. Any disciplinary action shall be presented to the board for approval.
- 6.2 The member in question shall be advised of disciplinary action in care of their email as indicated by their membership. If the member does not have an email account registered with the club a registered letter will be sent to the member to his last known address.
- 6.3 The member shall be advised of the meeting of the Board of Directors which will consider this recommendation and shall be told they have the opportunity to attend the meeting in order to show cause as to why the recommendation should not be implemented. If the member is a Junior Member, notice shall be sent to the member's parent(s) or guardian(s).
- 6.4 Membership may be immediately suspended for conduct harmful to the Club and/or its members. The terms of the suspension (or cancellation) of membership shall occur upon resolution of the Board of Directors at a duly

constituted meeting. Disciplinary decisions require a majority vote by a quorum of the attending Directors.

Article 7 - Fiscal year

7.1 The fiscal year of the Club begins on January 1st and ends on December 31st.

Article 8 - Fees

8.1 The Board of Directors shall set membership type and fees before the start of each playing season.

8.2 The Club will respect each member's right to privacy, consistent with the Privacy Act.

8.3 Any member in good standing may introduce a visitor to the Club, subject to the Club's visitor guidelines. The Board may restrict the number of times the visitor can come to the Club.

8.4 Members are responsible for the conduct of their guests.

8.5 Requests for membership refunds must be approved by the Board of Directors.

8.6 Membership fees are due upon registration.

8.7 Special levies for particular projects may only be applied after having been put to a vote of the club membership.

Article 9 – Rules and Regulations

9.1 The rules and regulations of the Club governing such items as access to premises, court booking, allocation of courts for leagues, tournaments, special events, dress code and the closing of courts for maintenance purposes shall be as determined by the Board of Directors.

9.2 Club rules and regulations shall be published and made available to all members as soon as practicable in the playing season and must be observed by all members and guests.

Article 10 – Board of Directors

10.1 The property and business of the Club shall be managed by a Board of Directors.

10.2 The Board of Directors of the Club are limited to a maximum of seven members, a minimum of three, must have a President, Treasurer, and any or all the following:

- Vice President
- Secretary
- Directors

The President and Vice President must be Club members in good standing, other Board members are not required to be Club members.

10.3 The Board of Directors shall endeavor to carry out its duties in a manner consistent with the purpose of the organization and in keeping with the best interests of the Club.

10.4 A Director shall be a minimum age of eighteen years.

10.5 No member of the Board of Directors shall be compensated for the provision of services associated with their duties.

10.6 No board member shall be permitted to hold any paid or contract position with the Club during their term of office.

10.7 The director shall be removed from their position if:

- I. At a special general meeting of members, a resolution is passed by members present at the meeting that the director be removed from office;
- II. A director has resigned office by delivering a written resignation to the Board;
- III. A director is found by a court to be of unsound mind.

10.8 If a vacancy occurs for any reason contained in paragraph 10.7, the Board of Directors may, by majority vote, appoint a member of the Club to complete the term of the previous director.

Article 11 – Powers of Directors

11.1 The Board of Directors shall administer the affairs of the Club in all things, authorize expenditures, investments of Club funds, borrow money upon the credit of the Club and enter into lawful contracts with suppliers, contractors and individuals.

Article 12 – Duties of Executive Members

12.1 The President, in absentia, the Vice-President, shall have overall responsibility and authority for all aspects of the operation of the Club. The President shall:

- Be the official representative and designated spokesperson for the Club
- Preside at and chair all meetings of members and of the Board of Directors.
- Be a signing authority
- Ensure that the Club is represented at all external meetings and meetings of significance.
- Appoint special committees as deemed necessary.
- Suspend any member or director from the privileges of The Club or the duties of this office, until the next meeting of the Board of Directors, but not in any case more than thirty days from when the offense for which such suspension was made shall be dealt with by the said Board.

12.2 The Vice-President shall:

- Carry out the duties of the President in their absence
- Be a signing authority
- Assist the President in overseeing the operation of the Club
- Perform any other duties as assigned by the President or the Board of Directors.

12.3 The Treasurer shall:

- Be responsible for all monies of the Club and for their deposit in the name of and to the credit of the Club in a chartered bank.
- Be a signing authority
- Dispense funds as required for the operation of the Club
- Recommend a policy for the investment of club funds to the Board of Directors

- Be responsible for reconciling and reporting to the Board of Directors the financial accounts of the Club
- Prepare an annual report and make the financial records available for audit as required.
- Keep all records of the Club
- Perform any other duties as assigned by the President or the Board of Directors.

Article 13 - Term of Office

- 13.1 The elected term for all Board of Directors shall be one year with the election conducted at the Annual General Meeting. The members of the Board of Directors must be elected by the majority of votes by members with valid Club memberships in good standing attending the AGM.
- 13.2 In the event of a vacancy occurring after the Annual General Meeting, a successor may be appointed by the Board of Directors and such appointment shall be for the remainder of the term for that position.

Article 14 – Election to the Board of Directors

- 14.1 If a Club member volunteers for a position after the AGM they may be appointed by the Board of Directors and such appointment shall be for the remainder of the term for that position.
- 14.2 Voting at the Annual General Meeting is by ballot by Club members in good standing, who must be present in person to vote. Voting by proxy in the name of an absent Club member is not permitted.
- 14.3 At the Annual General Meeting members will first approve positions where only one candidate has indicated a willingness to serve in a particular position.
- 14.4 Members will vote on positions contested by two or more candidates.
- 14.5 A member must have a seconder to nominate them at the AGM. Members must indicate their intention to be nominated to Board positions at least 7 days in advance by email to info@craighenrytennis.com. Nominations from the floor will only be accepted if no member makes a prior indication 7 days before the meeting for a position.
- 14.6 Board members are to abstain from voting at the AGM.

Article 15 – Directors’ Meetings

- 15.1 Meetings of the Board of Directors may be held at any time provided a minimum of four days of notice is given.
- 15.2 Each Director may exercise one vote and must be in person. Voting by proxy in the name of an absent Director is not permitted.
- 15.3 In the case of an even number of Directors present a tie vote is not carried.
- 15.4 A majority of Directors shall constitute a quorum for meetings of the Board of Directors.
- 15.5 Should the number of Directors attending a meeting fall below a quorum, motions presented at that meeting must be ratified at a subsequent meeting with a quorum present.

Article 16 – Indemnities to Directors

- 16.1 Every Director shall be indemnified through the provision by the Club of Commercial General Liability Insurance and Directors and Officers Insurance with respect to any matter related to the duties of his office, except those occasioned by willful neglect or default.
- 16.2 A Director is always liable for:
 - i. A breach of the director’s fiduciary duty for failing to act in the best interests of the Club
 - ii. Failing to exercise the requisite standard of care in discharging their duties on behalf of the Club
 - iii. Authorizing or participating in a civil or criminal offence, regardless of the timing of their resignation.

Article 17 – Meetings of Members

- 17.1 The annual or any other general meeting of the members shall be held at a location and date as determined by the Board of Directors.
- 17.2 At Annual General Meeting the President’s report and the Club’s financial statement must be presented, in addition to any other business that may be transacted.

- 17.3 The Board of Directors or the President shall have the power to call a general meeting of members.
- 17.4 The Board of Directors shall also call a special general meeting of members on written requisition of a minimum of ten members. The requisition shall set forth the object of the meeting and shall be delivered to the President or Vice President.
- 17.5 Fourteen days of notice shall be communicated to members of any annual or special general meeting.
- 17.6 Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgment on the decision to be made.
- 17.7 A quorum of any general meeting shall be ten members of the club in person.
- 17.8 For a Club member to vote they shall be 18 years of age or older and have the right to exercise one vote.
- 17.9 A majority of votes cast by members present shall determine the question. If there is a tie for votes then the decision is not carried.
- 17.10 At all meetings, members must vote in person. No proxies are allowed.
- 17.11 Robert's Rule or Order can be used as a guideline for meetings

Article 18 - Committees

- 18.1 The Board of Directors shall have supervision and jurisdiction over all committees.
- 18.2 All committees shall report to the Board of Directors, and no committee shall make any expenditure or incur any expenses or pledge the credit of the Club in any way without the authority of the Board of Directors.
- 18.3 The Board of Directors may from time to time appoint other committees for general or special purpose as they may from time to time deem expedient, and notwithstanding anything in these by-laws to the contrary, may add to any or all committees such member or members as they deem advisable.

Article 19 - Amendment of By-Laws

- 19.1 Directors may recommend amending or repealing any part or parts of this by-law by presenting a motion at an Annual or General Meeting of the members.
- 19.2 Such a motion must be confirmed by a majority vote at an Annual or General Meeting where a quorum of members is present.

Article 20 - Definitions

- (a) **“AGM”** the Annual General Meeting of the Craig Henry Tennis Club.
- (b) **“Board”** refers to the Board of Directors (elected or appointed). “Board Members” may also be referred to as “Directors”
- (c) **“Charter” or “By-laws”** refers to this charter and all other by-laws of the Club that may be enacted from time to time hereafter.
- (d) **“Club”** refers to the Craig Henry Tennis Club.
- (e) **“Director”** individual who has been elected or appointed to the Board of Directors.
- (f) **“Executive Members”** refers to the President, Vice-President, and Treasurer.
- (g) **“In good standing”** shall refer to a member who has paid any membership dues or other fees owing to the Club and who is not the subject of a disciplinary investigation or sanction by the Club.
- (h) **“Meeting of members”** includes an AGM and a general meeting of members.
- (i) **“Member in good standing”** as defined in Article 5.7.
- (j) **“Members”** all classes of membership in the Club as provided for in Article 5.
- (k) **“Policies”** are written statements governing issues which have been considered and approved by the Board of Directors.
- (l) **“Quorum”** refers to the minimum number of members required to give authority to a Board of Directors meeting, the AGM, or any general meeting of members.

CRAIG HENRY TENNIS CLUB BY-LAWS

ENACTED by the Board of Directors this ____ day of _____, 2019

President

Vice President

Confirmed by a majority of members the ____ day of _____ 2019