MEADOWWOOD TENNIS CLUB MISSISSAUGA
CLUB BY-LAWS

Article 1 Name and Location

1.1 The name of the organization shall be known as Meadowwood Tennis Club, hereinafter referred to as the "Club". The physical location of the Club is at 486 Apple Lane, Mississauga, Ontario L5J 2T2.

1.2 The Club is incorporated under the Not-for-Profit Corporations Act, 2010 (Ontario) as Meadowwood Tennis Club Mississauga.

Article 2 Mission and Objectives

2.1 Meadowwood Tennis Club is a not-for-profit club providing opportunities for members to play recreational and competitive tennis and pickleball in the Clarkson area of Mississauga.

2.2 The objective of the Club is to develop community spirit and encourage sportsmanship and good fellowship amongst all member participants to the betterment of their physical, mental and social well-being.

2.3 To this end, the Club will promote a broad range of tennis and pickleball activities including but not limited to group play, instruction and club tournaments for all levels and for all ages.

2.4 The Club will ensure that the facilities are available to members on an equitable basis and in accordance with a schedule of court activities and rules governing court usage and etiquette. The Club will ensure that the facilities are available from March 15 to November 30 of each year, weather permitting, as decreed by the City of Mississauga.

2.5 The Club will adhere to all applicable laws, regulations, policies, codes and by-laws, including but not limited to the Community Group Registry Program Policy No. 08-01-01 and the Ontario Human Rights Code.

2.6 The Club will maintain and adhere to a Code of Conduct and have in place a Complaints Resolution Policy, and shall ensure that these policies are posted in a public forum for all members to access.

Article 3 Affiliation

3.1 The Club shall cooperate with the City of Mississauga and will be a Registered Community Group with the City of Mississauga, Recreation Division, Community Service Department.

3.2 The Club shall maintain facilities provided by the City of Mississauga for the use of members to participate in tennis and pickleball, in accordance with the Management and Operation Agreement.

Article 4 Land Acknowledgement

4.1 The Club acknowledges our presence on these lands as being part of the Treaty and Traditional Territory of the Mississaugas of the Credit First Nation, The Hadenosaunee Confederacy, the Huron-Wendat and Wyandot Nations. We recognize these peoples and their ancestors as peoples who inhabited these lands since time immemorial.

4.2 The Club shares this land responsibly, respectfully and sustainably and we respect the longstanding relationships with the local Indigenous communities.

Article 5 General

5.1 Definitions in these by-laws, unless the context otherwise requires:

a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires includes the regulations made under it, as amended or re-enacted from time to time;

b. “Board” means the board of directors of the Corporation;

c. “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;

d. “Chair” means the chair of the Board;

e. “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;

f. “Director” mean an individual occupying the position of director of the Corporation by whatever name he or she is called;

g. “Member” means a member of the Corporation;

h. “Members” means the collective membership of the Corporation;

i. “Officer” means an Officer of the Corporation; and

j. “Ordinary Resolution” means a resolution passed by a majority of votes cast on the resolution or consented to by all voting members entitled to vote on the resolution.

5.2 Interpretation

Other than as specified in Article 5.1, all terms contained in the 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.

5.3 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.

5.4 Corporate Seal

The seal of the Corporation, if any, shall be in the form determined by the Board. The seal shall be the corporate seal of the Corporation.

5.5 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of it’s Officers or Directors. 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 person authorized to sign any document may

affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5.6 Conduct of Meetings

Unless other specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

Article 6 Board of Directors

6.1 Composition

The Club will be governed by a Board of Directors, which includes an Executive consisting of:

a. Chair
b. Vice-Chair
c. Treasurer
d. Secretary.
e. Directors at Large (1-4 recommended) may be elected at the Annual General Meeting and specific duties assigned at the first meeting of the Board. Directors at Large may also be appointed by the Board during the term, to take responsibility of a portfolio related to the operation of the Corporation.
f. Immediate Past Chair may attend meetings of the Board, unless determined by the Board of Directors by way of Ordinary Resolution, for up to one (1) year without vote.
g. The maximum number on the Board of Directors will be eight (8).

6.2 Election of Directors

The Directors shall be elected by the Members at the annual meeting of Members and at each succeeding annual meeting. The total number of Directors to be elected at each annual meeting will be determined by the Board prior to the annual meeting, and a Board must be formed with at least three (3) Directors.

The Board shall, at least three (3) weeks prior to the annual meeting, request nominations from all members for available Board of Directors positions. Any member in good standing and with the written support of two (2) other members may forward their name for any available position and submit in written form to the Secretary at least two (2) weeks prior to the Annual Meeting date. The Executive will examine and ensure all nominations are in good order. All candidates in good standing will be added to the ballot for the position which they seek. Each candidate may add a short biography to explain their eligibility for the role to Members.

Nominations from the Floor at the Annual General Meeting will not be permitted for election as a Director to the Board of Directors of the Corporation.

6.2.1 The Executive

Notwithstanding any provision to the contrary in the By-laws, a candidate for the office of Chair, Vice-Chair, Treasurer or Secretary (the Executive) shall be a full-year dues paying member at least twenty-one (21) years of age.

6.2.2. The members of the Board of Directors shall be elected by one of the following methods:

a. A show of hands at the annual members meeting, if the number of nominations is equal to the number of positions available;

b. If there are more nominees for a position than positions available, the Board may choose one of the following methods for the election: (i) a ballot at the annual meeting; or (ii) an online election software at a time determined by the Board.

6.2.3 Eligibility Requirements for Directors of the Board

To be eligible to stand for election at the Annual General Meeting, an individual must be at least 21 years of age and hold a fully paid active membership with the Corporation. All elected Directors of the Board must maintain fully paid active membership with the Corporation to hold office.

6.2.4 Non-Eligible Members to the Board

Immediate family members shall not serve as an Executive Board member in the same year, on the same Executive Board. Immediate family members may, however, volunteer for other duties as required.

6.2.5 The term “member” shall mean any eligible voting member as defined in Article 12.

6.3 Term of Office

The term of office of the Directors (subject to the provisions, if any, of the article) shall be from the date of the meeting at which they are elected or appointed until the annual meeting that follows the end of the respective term of office.

6.3.1 Term of Office of Executive

Each member of the Executive shall be acclaimed/elected at the annual members meeting and will serve a two-year term.

The Executive will be elected at the annual meeting in accordance with the following rotation so that one half of terms expire at each annual meeting:
a. The Chair and Secretary
b. The Vice-Chair and Treasurer

6.3.2 Term of Office of Directors at Large

Each Director at Large shall be acclaimed/elected at the annual members meeting and will serve a one-year term.

6.3.3 All positions shall be eligible for re-election at the end of their respective terms.

6.4 Vacancies

The office of a Director shall be vacated immediately:

a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it was received by the Corporation or at the time specified in the notice, whichever is later;

b. if the Director dies or becomes bankrupt;

c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

6.5 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor. [2010, c.15, s.38(7)]

a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;

b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, 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 or if there are no Directors in office, the meeting may be called by any Member; and

c. a quorum of Directors may fill a vacancy among the Directors.

6.6 Committees

Committees may be established by the Board as follows:

a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

b. Subject to the limitations on delegation 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.

6.7 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 Director's duties;

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

c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

6.8 Director Consent

An individual elected or appointed to be a Director must consent in writing to hold office within ten (10) days of their election or appointment. Any individual who does not provide written and signed consent within the time limit is deemed to not have been elected or appointed to hold office as a Director. The requirement of consent does not apply to a Director who is re-elected or re-appointed when there has been no break in their term of office.

6.9 Conflict of Interest Disclosure

Whenever a director or officer of the Club, a spouse of any such officer or director, and, to the knowledge of the Club, a relative of such spouse or of any such officer or director and an Affiliate of any of the foregoing has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall:

a. fully disclose the nature of the interest; and

b. withdraw from discussion, lobbying, and voting on the matter

6.10 Non Disclosure Agreement Requirement

Each Director shall annually enter into a non-disclosure agreement with the Club wherein the director agrees to

a) not share Club information, material or documents with persons within or outside the Club who are not authorized to have this information;
b) not publish such information;
c) not communicate such information without authority;
d) not use or disclose such information for other than authorized official purposes;
e) not remove any such information from the Club without permission;
f) should he/she receive any such information, accept full responsibility to ensure the confidentiality and safe-keeping of any such information;
g) take every reasonable step to prevent unauthorized parties from examining and/or copying any such information.

Article 7: Board Meetings

7.1 Quorum

For the purpose of meetings of the Board of Directors, a majority of voting Board Directors must be present to form a quorum for the transaction of business.

7.2 Calling of Meetings

Meetings of the Directors may be formally called by the Chair or Vice-Chair, or by the Secretary with direction (in writing) from any two Directors at any time and any place on notice as require by this by-law.

7.3 Regular and Special 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.

A Special Meeting of Directors is one where the Board need to address an issue prior to the next scheduled Board meeting.

Any current member may attend or be invited to attend a Board of Directors meeting for a specific topic and will be given a designated period of time to present their issue and may only be present for that specific topic. Members wishing to attend a Board of Directors meeting must request their presence in writing to the Secretary at least seven (7) days prior to the start of the meeting.

7.4 Notice

Notice of the time and place for holding a meeting of the Board shall be delivered by telephone, email or text to each Director not less than twenty-four (24) hours before the meeting is to take place. Notice of the meeting is not necessary if all 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.

7.4.1 When No Notice is Required

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.

7.5 Errors in Notice

No errors or omissions in giving such notice for a meeting of the Board of Directors shall invalidate or make void any proceedings taken at such a meeting and any Director may, at any time, waive notice of any such errors and may ratify and approve any or all proceedings taken at such meeting.

7.6 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

7.7 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken n the usual way by assent or dissent.

A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be prima facia evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

In the absence of the Chair, the Vice-Chair shall assume their duties firstly, or such other Director as the Board may, from time to time, appoint for this purpose.

7.8 Collective Powers of the Board of Directors

The Directors may by law or by the rules laid down pursuant to such by-laws, administer the affairs of the Club in all matters and enter into any form of contract which the Club may lawfully enter and may purchase, lease or otherwise acquire, or sell, exchange or otherwise dispose of Club assets for such consideration and upon such terms and conditions as they consider advisable.

Article 8 Financial

8.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. All Club funds shall be held in a banking institution covered by the CDIC.

8.2 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Article 9 Officers

9.1 Officers

The Board shall be composed of a Chair, Vice-Chair, Treasurer and Secretary. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

9.2 Signing Officers

a. All leases, deeds or contracts, whether under seal or otherwise, shall be authorized by the Board and signed on behalf of the Club by any two (2) of the Chair, Vice-Chair or Treasurer/Secretary, as long as those two (2) are not related by blood or marriage, unless otherwise approved by a third signing officer.
b. All cheques, bills of exchange, or other orders for the payment of money shall be signed and/or approved by any two (2) of the Chair, Vice-Chair or Treasurer/Secretary, as long as those two (2) are not related by blood or marriage, unless otherwise approved by a third signing officer.

c. All withdrawals or transfers out of the Club bank account shall be made by a banking method requiring dual authorization from two (2) signing officers.

d. No cheques shall be signed by any officer until the amount and the payee has been entered.

9.3 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

a. the Officer's successor being appointed;

b. the Officer's resignation; or

c. such Officer's death.

9.4 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.

9.5 Duties of the Chair

The Chair shall perform the duties described in Schedule A and as such other duties as may be required by law or as the Board may determine from time to time.

9.6 Duties of the Vice-Chair

The Vice-Chair shall perform 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.

9.7 Duties of the Treasurer

The Treasurer shall perform 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.

9.8 Duties of the Secretary

The Secretary shall perform 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.

9.9 Duties of Other Directors

The duties of other Directors of the Club shall be determined by the Board.

9.10 Books and Records

The Directors shall see that all necessary books and records of the Club required by the By-laws of the Club or by the applicable statue or law are regularly and properly kept.

9.11 Club Pro(s)

Each year, the Board of Directors may appoint a Tennis Club Pro and/or a Pickleball Club Pro, including the signing of a contract with said individual. The Club Pro(s) will be responsible for any lessons given only to Members of the Club.

Article 10 Indemnity and Protection of Directors and Others

10.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be 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 may happen in the execution of the duties of his or her 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.

10.2 Indemnity

The Corporation will indemnify any director for any cost arising from a lawsuit about any action which occurred in the scope of his/her role as a director.

Article 11 Conflict of Interest

11.1 Conflict of Interest

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 officer of, or has a material interest in, or any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Article 12 Members

12.1 Membership

Membership shall consist of the applicants who have been accepted into membership by following the enrolment process established by the Board, including but not limited to completion of the waiver, code of conduct and payment of the membership fees as prescribed, from time to time, by the Board of Directors.

12.2 No membership application may be accepted while the applicant is in arrears with respect to fees from previous years.

12.3 An adult member shall be any member who has attained the age of eighteen (18) years prior to December 31st of the current year.

12.4 A junior member shall be any member who is seventeen (17) years of age or under prior to December 31st of the current year.

12.5 A senior member shall be any member who has attained the age of sixty-five (65) years prior to December 31st of the current year.

12.6 A student member shall be any member who has attained the age of eighteen (18) years prior to December 31st of the current year but is a full-time student in a recognized post-secondary educational institution.

12.7 Membership in the Club is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

12.8 Disciplinary Act or Termination of Membership for Cause

a. Upon fifteen (15) days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.

b. 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 Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

12.9 Eligible Voting Member

An eligible voting member of the Club during a fiscal year is defined as any dues paying member who has attained the age of eighteen (18) years prior to the annual meeting of members.

Every eligible voting member shall be entitled to one vote at any meeting of the members, provided that such voting rights shall not be exercised unless membership fees are fully paid and up-to-date.

12.10 Membership Fees

The Board of Directors shall fix the amount of membership fee payable by each category of members who shall be required to pay membership fees.

Article 13 Member's Meetings

13.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Mississauga, Ontario fixed by the Board.

The agenda for the Annual General Meeting may include:
a. Call to Order
b. Establishment of Quorum
c. Appointment of Scrutineers
d. Approval of the Agenda
e. Approval of minutes of the previous Annual Meeting
f. Presentation of reports
g. Report of Auditors (if any)
h. Appointment of Auditors (if any)
i. Business as specified in the meeting notes
j. Election of New Directors
k. Adjournment

The business transacted at the annual general meeting shall include:

a. receipt of the agenda;

b. receipt of the minutes of the previous annual and subsequent special meetings;

c. consideration of the financial statements;

d. report of the auditor or person who has been appointed to conduct a review engagement;

e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

f. election of Directors; and

g. such other or special business as may be set out in the notice of meeting.

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.

13.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten (10) per cent of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

A notice that details the purpose, the time and location of such Special General Meeting shall be given to each Member by sending the notice by e-mail and posting the information on the Club website at least seven (7) days before the time fixed for the holding of such meeting.

13.3 Notice

Subject to the Act, not less than ten (10) and no more than fifty (50) days written notice of any annual or Special Members' meeting shall be given to each member, each director and to the auditor or personal appointed to conduct a review engagement by sending the notice by e-mail and listing the information on the Club's website.

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, and state the text of any special resolution to be submitted to the meeting.

13.4 Quorum

A quorum for the transaction of business at a Members' meeting is at least twenty-five (25) of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of he meeting, even if a quorum is not present throughout the meeting.

13.5 Voting of Members

Business arising at any Members' meeting shall be decided by an ordinary resolution unless otherwise required by the Act or the By-law provided that:

a. each eligible Member shall be entitled to one (1) vote at any meeting;

b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

c. an abstention shall not be considered a vote cast;

d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any 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;

e. 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

f. whenever a vote by show of hands is taken on a question, 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 the motion.

g. voting by proxy – every eligible Member entitled to vote at a meeting of members may, by means of proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
    i. be signed by the Member;
    ii. be in a form that complies with the Act;
    iii. comply with the format stipulated by the Corporation; and
    iv. be submitted to the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

13.6 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

13.7 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the 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 Members present at the meeting.

Article 14 Notices

14.1 Services

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always

that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

14.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meetings to which the notice pertained or otherwise founded on such notice.

Article 15 Adoption and Amendment of By-Laws

15.1 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

15.2 Adoption of By-laws

The Constitution and by-laws in this document come into effect June 22, 2024.

Article 16 Club Policies Framework

Rules for day-to-day court operations, member conduct etc. are addressed in a separate Policy Framework, subordinate to this document, that will be developed, maintained and approved by the Board of Directors.

SCHEDULE A Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair 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 Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

The Duties of the Chair outlined here should not be construed as an exhaustive list:

a. Charged with the general management and supervision of the affairs and activities of the Club;

b. Establish agendas aligned with the annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

c. When present, the Chair shall preside over all meeting of the members of the Club and of the Board of Directors.

d. With the Vice-Chair, Treasurer, Secretary and other Officer appointed by the Board shall sign all by-laws;

e. Lead the Board in monitoring and evaluating the performance of Club staff, if any, thorough an annual process;

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

g. Serves as the Board's primary contact with the public;

h. Act as liaison with the City of Mississauga;

i. Keep up-to-date any and all required legal filings with such entities as, but not limited to, the City of Mississauga, Community Online Registration Act, Ontario Business Registry, etc.

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

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

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

m. Ensure succession planning occurs for Board Directors;

n. Serve as Member on all Board committees.

SCHEDULE B Position Description of the Vice-Chair

Role Statement

The Vice-Chair works collaboratively with the Chair to support the Board in achieving its fiduciary responsibilities. In conjunction with the Chair, the Vice-Chair ensures the integrity of the Board's process and provides alternate representation of the Board to outside parties. The Vice-Chair supports 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.

Responsibilities:

The Duties of the Vice-Chair outlined here should not be construed as an exhaustive list:

a. Assist the Chair with establishing overall long- and short-term goals, objectives and priorities for the Corporation in meeting the needs of the membership and community;

b. Assist other Board members with their portfolios as required;

c. Act for the Chair in the absence of the Chair;

d. Assist in the review of and hiring and management of the Head Pro and any staff that may be hired by the Corporation;

e. Develop and nurture a relationship with the membership, and an understanding of the membership, club issues past, present and future;

f. Assist and advise the Chair (and Board Executive) in developing strategic plans, organizational models, membership and executive review, financial review;

g. Be a signing authority on behalf of the Board for financial and legal purposes;

h. Be a project manager for special projects, as applicable;

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

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

k. Ensure succession planning occurs for Board Directors.

SCHEDULE C Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the Chair to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

The Duties of the Treasurer outlined here should not be construed as an exhaustive list:

a. The Treasurer shall have the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club.

b. The Treasurer shall deposit all monies, securities and other valuable effects in the name and to the credit of the Club 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.

c. The Treasurer shall disburse the funds of the Club as may be directed by proper authority taking proper vouchers for such disbursements.

d. The Treasurer 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 Club.

e. The Treasurer shall also perform such duties as may from time to time be directed by the Board.

f. The Treasurer shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

g. The Treasurer shall serve as mentor to other Directors.

h. The Treasurer shall present to the Members at the Annual Meeting as part of the Annual Report, the financial statement of the Club 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

Role Statement

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

Responsibilities

The Duties of the Secretary outlined here should not be construed as an exhaustive list:

a. The Secretary shall be an ex-officio clerk of the Board.

b. The Secretary shall attend all meetings of the Board of Directors and ensure the proper recording and maintenance of minutes of all meetings of the Club, the Board and Board committees. The Secretary shall record attendance as well as all facets and proceedings in the minutes kept for that purpose.

c. The Secretary shall give all notices required to be given to members and Directors.

d. The Secretary shall be the custodian of all minute books, documents, registers and the seal of the Club and ensure that they are maintained as required by law.

e. The Secretary will ensure that all reports are prepared and filed as required by law or requested by the Board.

f. The Secretary shall also perform such duties as may from time to time be directed by the Board.