



LAWRENCE PARK TENNIS CLUB

CONSTITUTION

**APPROVED ANNUAL GENERAL MEETING
OCTOBER 2010**

**LAWRENCE PARK TENNIS CLUB
CONSTITUTION**

A by-law relating generally to the conduct of the affairs of the Lawrence Park Tennis Club (hereinafter called the "Constitution").

1. NAME

The Club shall be known as the Lawrence Park Tennis Club.

2. HEAD OFFICE

The head office of the Club is situated at the premises of the Club at 51 Alexander Muir Road in Lawrence Park, in the City of Toronto, in the Province of Ontario, M4N 0A3.

3. MEMBERSHIP

A. Categories of Membership

The Categories of Membership in the Club shall be as follows:

- i. "Adult Member" means a person who has become a member of the Club as outlined in paragraph 3.C and who is 22 years of age or older
- ii. "Adult Social Member" means a person who has become a non-playing member of the Club as outlined in paragraph 3.C and who is 22 years of age or older
- iii. "Intermediate Member" means a person who has become a member of the Club as outlined in paragraph 3.C who is 17 to 22 years of age
- iv. "Junior Member" means a person who has become a member of the Club as outlined in paragraph 3.C and who has not had a 17th birthday on or before January 1st.
- v. "Honorary Annual Member" means a person who has been granted membership in the Club for one year without payment of fees by resolution passed by the Executive.
- vi. "Honorary Life Member" means a person who has been granted a life membership in the Club without payment of fees by resolution passed by the Executive. Honorary Life Membership can be granted in either of the following two ways:

A: A person has been a member of the Club for 50 years.

Or a person meets all the following criteria:

- has served on the executive for at least 10 years
- has served on at least two different club committees.

A person may apply for, or be nominated for Life Membership by specifying the details required under the above criteria.

B: The Executive is also empowered to grant an Honorary Life Membership to someone who meets all of the following criteria:

- can no longer play tennis for health reasons.
- has served on the Executive for at least five years.
- was an active Club member for at least 25 years.

B. Fees

The Executive shall annually on or before March 15th in each year:

- i. Determine the fees for Adult, Intermediate and Junior memberships for such year (hereinafter called the Membership Fees)
- ii. Determine the initiation fee, if any, to be paid by each applicant for membership who has not been a member in either of the **two** previous years. If, for such reasons as lengthy illness or injury or out-of-town job assignment, a person cannot be an active member of the Club, they can request the Executive to put them on the inactive list. If they return as active members within a 3-year period they will not be required to pay another initiation fee.
- iii. Determine the per diem guest fee.

C. Admission of Members

The Executive shall on or before March 15th in each year determine the maximum number of members for such year having regard to the Parks and Recreation Department guidelines in effect at the time in question.

- i. On or before March 15 of each year, the Club shall distribute by mail or email to each member of the Club a notice setting out:
 1. The amount of fees for membership renewal as determined under paragraph 3.B.i of this constitution;
 2. The date (hereinafter called the "Renewal Date") on or before existing members of the Club must give written notice of their intention to renew membership in the Club (i.e. the completed Application Form); and
 3. The address to which members of the Club shall send Application Forms and payment or the website address at which they can register and pay online.
- ii. Membership, except for Honorary Life Membership, is on an annual basis and expires on the renewal date.
- iii. The Executive shall from time to time promptly consider new applications for membership as have been received by the Club accompanied by a payment of the Membership Fee and any initiation fee, which may be in effect at the time in question. If the Club rejects an application the applicant's fees shall be returned.

D. Privileges of Members

- i. The Club shall place a nametag on the Clubhouse Tag Board for each person who has become an Adult or Intermediate Member (whether by renewal of membership or otherwise).
- ii. In addition to the other rights prescribed hereby each member shall be entitled to use and enjoy the premises and facilities of the Club and to attend the functions thereof subject to such resolutions, rules and regulations as may be passed or made by the Executive.
- iii. Members may introduce guests to the facilities of the Club. On payment of a prescribed guest fee, guests will be allowed all privileges of the Club for one day. The same guest may be introduced up to a maximum of five times per season. Members can only bring 2 guests on any given day during the week.

E. Termination of Membership

- i. The interest of a member in the Club is not transferable and lapses and ceases to exist upon death or when a person ceases to be a member by resignation or otherwise in accordance with the constitution of the Club.
- ii. Any member may resign from membership upon informing the Membership Co-ordinator. Membership fees are not refundable except under special circumstances at the discretion of the executive.
- iii. Any member who fails to comply with the constitution of the Club or any rules of the Club may, at the discretion of the Executive, be suspended from membership. Such suspension may be permanent or for a prescribed period only and on such terms as the Executive shall determine. In the event of such suspension no refund of fees already paid shall be made.
- iv. Suspensions of members from membership in the Club under (iii) shall be by resolution of the Executive. Notice of suspension shall be in writing and mailed to the last known address of the member being suspended. Suspension of a member shall take effect ten days from the date of mailing of the Notice of Suspension

4. OFFICERS

A. Executive

The executive shall manage the affairs of the club within the terms of the constitution. The Executive shall consist of a minimum of 11 members.

B. Qualification of Officers

Every officer shall be 22 or more years of age and, subject to the provisions of section 316 of the Corporation Act, shall be a fully paid up member of the Club.

C. Election of Executive

- i. The officers' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. The election of officers shall take place each year at the annual meeting in the fall. The whole Executive shall retire at the meeting of members at which officers are to be elected but subject to the provisions of this constitution, shall be eligible for re-election. Retiring officers shall continue in office until their successors have been duly elected or appointed.
- ii. The Chairman of the meeting shall conduct the election of officers. The Chairman shall not be entitled to vote except as hereinafter provided.
- iii. Two scrutineers shall be appointed by the Chairman to assist in conducting the election. The scrutineers shall be entitled to vote.
- iv. A Nominating Committee of five consisting of the President, two other members of the Executive and two other members of the Club who are not members of the Executive shall be appointed by the Executive. The names of those on such a Committee shall not be disclosed to any other members of the Club. The Nominating Committee shall select names of suitable candidates for each office.
- v. The Nominating Committee shall post a list of the members selected by them for nomination at the head office of the Club at least two weeks before the date set for the annual meeting. Any member may nominate other nominees by giving notice in writing to the President prior to the meeting, but first must ascertain that such nominees will stand for election. Any member at such meeting may make further nominations and nominations shall not be closed until all members present at the meeting have had an opportunity to nominate candidates. Voting shall be for those nominees only who have agreed to allow their names to stand.
- vi. Each candidate shall stand for election for a specific office and, upon election to that office shall also de facto be a member of the Executive. All fully paid-up Adult members of the Club shall be entitled to vote.
- vii. Voting shall be by secret ballot and the candidate receiving the highest number of votes for each office shall be elected. In the event of a tie vote a second ballot shall be taken with only those candidates involved in the tie vote standing for election and, if after the second ballot a tie still exists, the Chairman of the meeting shall then cast the deciding or tie-breaking vote. Members shall hold only one office at a time.
- viii. The Executive shall, as long as there is a quorum of officers then in office, fill any vacancy on the Executive from among the qualified members of the Club and any officer appointed or elected to fill any such vacancy shall hold office for the unexpired term of the vacating officer.

D. Removal of Officers

The members of the Club may, by resolution passed by at least 2/3 of the votes cast at the general meeting of which notice specifying the intention to pass such resolution has been duly given, remove any officer before the expiration of their term of office and may by a majority of the votes cast at such meeting elect any member for the remainder of the term.

E. Remuneration of Officers

The officers of the Club shall serve without remuneration and no officer shall directly or indirectly receive any profit from their position, but may be paid reasonable expenses incurred in the performance of their duties.

F. Meetings of Officers

- i. Meetings of the Executive may be held either at the head office of the Club or at any place within or outside of Ontario. The President or Vice-President may convene a meeting of officers at any time and the Secretary by direction of the President or Vice-President shall convene a meeting of the officers.
- ii. Notice of the meeting of officers shall be distributed to each officer not less than two days (exclusive of the day on which notice is given) before the meeting is to take place; provided always, that meetings of the Executive may be held at any time without formal notice if all

the officers are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

- iii. A minimum of four meetings of the Executive shall be held during the year. No business shall be transacted at any meeting of the Executive unless there is a quorum of officers present, such quorum to include any two of the President, Vice-President, Secretary and Treasurer and at least 40% of the executive members.
- iv. The President, or in his/her absence, the Vice-President, shall be Chairman of the meetings of the Executive. In the absence of both President and Vice-President the officers present shall elect one of those officers present as Chairman of the meeting by majority vote. Questions arising at any meeting of the Executive shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting in addition to his/her original vote shall have a second or tie-breaking vote. When a conflict of interest issue arises during an Executive vote, the officer or officers concerned must inform the executive and abstain from voting.
- v. Questions arising in between meetings of the Executive, which require an immediate decision, can be decided by a majority of votes by email. In case of an equality of votes, the Chairman of the executive board, in addition to his/her original vote, shall have a second or tie-breaking vote. In these cases email votes for all members of the executive must be copied to everyone on the executive. If an executive member does not have email he/she must be advised of the vote, and the reasons for the vote, by the Secretary. The Secretary shall then record that executive member's vote and advise the rest of the executive of the results of the voting by email or telephone. Such decisions should be captured in the minutes of the next formal meeting of the executive.

G. Indemnities to Officers and Others

Every officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Club from and against:

- i. all costs, charges, and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted done by them, in or about the execution of the duties of their office;
- ii. All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

H. For the Protection of the Officers

- i. No officer of the Club shall be liable for the acts, receipts, neglects, or default of any other officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the tortuous act of any person, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their wrongful and wilful neglect or default.
- ii. Officers of the Club shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Club, except such as shall have been submitted to and authorised or approved by the Executive. If any officer of the Club shall be employed by or shall perform services for the Club otherwise than as an officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or performs services for the Club, the fact of their being an officer of the Club shall not disentitle such officer or such firm or company as the case may be, from receiving proper remuneration for such services.

I. Roles of Officers

The officers of the Club and their roles shall be as follows:

- i. Past President
 - To act as a resource person in assisting and maintaining continuity between the old and the new Executive Committees. May be involved in special projects.
- ii. President :
 - To be the chief officer of the club, co-ordinating the activities of the executive and ensuring that the club provides various tennis and social activities to meet the needs of **all** its members. Organises and co-ordinates special projects as required.
- iii. Vice-President:
 - To support the president as required. To replace the President in his/her absence. To lead special projects as required.
- iv. Secretary:
 - To provide secretarial services to the President and Executive Committee as required. To ensure members are aware of club activities and news and scheduled events.
- v. Membership Co-ordinator :
 - To ensure renewal of existing memberships and assist in obtaining new members. To maintain accurate, up-to-date records of club membership. To assist the Secretary in keeping members aware of club activities and news and scheduled events.
- vi. Treasurer :
 - To manage the collection of revenues and the payment of the expenses of the Club. To ensure that the club operates within it's budget.
- vii. Games Captain:
 - To provide an opportunity for both inter and intra club competitive play. To develop tennis skills, team spirit as well as interaction with the larger tennis community.
- viii. Courts Chair:
 - To maintain the courts and grounds in excellent condition and ensure adherence to the club rules.
- ix. Social Convenor:
 - To provide organised opportunities for social interaction among members of the club.
- x. House Chair
 - To maintain the clubhouse in excellent condition.
- xi. Junior Program Director:
 - To provide programs that will attract junior members, develop their tennis skills, provide them with competitive opportunities and encourage them to remain members of LPTC into their adult years.
- xii. Communications Director
 - To advertise the club to potential members. To provide information about the club to potential members. To ensure that members are aware of club activities, news and scheduled events

5. COMMITTEES

The Executive may from time to time constitute such committees, as it deems necessary to assist the officers in carrying out the affairs of the Club and shall prescribe the duties of any such committees

6. MEETINGS OF MEMBERS

A. Annual meetings

Subject to compliance with section 323 of the Corporations Act the Annual meeting of the members shall be held at any place within Ontario during the months of September, October or November on such day and at such time as the officers may by resolution determine. The order of business at Annual meetings shall be as follows:

- i. Call to order;
- ii. Reading and adoption of minutes of the previous meeting;
- iii. Business arising out of the minutes;
- iv. Accountant's report;
- v. Business arising out of the Accountant's report;
- vi. Reports of Officers and committees;
- vii. New Business;
- viii. Nomination and election of Officers;
- ix. Adjournment

B. General Meetings

Other meetings of the members (to be known as "General Meetings") may be convened by order of the Executive to be held at any date and time at any place within Ontario.

C. Notice

A formal notice stating the day, hour and place of meeting and general nature of business to be transacted should be distributed by mail or email by the Secretary to each member of good standing and to the accountant who reviews the finances of the Club (as necessary) at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of every meeting directed to such address of each such member as appears in the records of the Club or if no address is given therein, then to the last known address of each member known to the Membership Co-ordinator; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their consent in writing to such meeting being held

D. Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the accountant who reviews the finances of the Club shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

E. Chairman

The President or in his/her absence the Vice-President shall act as Chairman of such meetings of members. In the absence of the President and the Vice-President the members present at any meeting of members shall choose another officer as Chairman and if no officer is present or all officers present decline to act as Chairman the members present shall choose one of their members to be Chairman.

F. Voting

Except for the election or removal of officers as provided for elsewhere in this constitution every question submitted to any meeting of members shall be decided by a majority of votes given or a show of hands. In case of an equality of votes the Chairman except as herein otherwise expressly provided, shall have a second or tie-breaking vote. At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. Only Adult Members shall vote at Annual or General Meetings.

G. Polls

If at any meeting a poll is demanded on the election of the Chairman or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

H. Quorum

The presence of 10 per cent of the members (including the Executive) shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

7. BUDGET

All expenditures shall comply with the annual budget estimates prepared by the Treasurer in conjunction with the officers prior to the beginning of the season. The estimates are subject to change during the year with such changes approved by the President and Treasurer. If an executive member wishes to make expenditures that exceed the budget estimates for their function, they must first have those expenditures approved by the Executive Board.

8. CHEQUES, DRAFTS, NOTES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President or Vice-President and Treasurer or such other persons as the Executive may from time to time designate by resolution.

9. BANKING ARRANGEMENTS

A bank account for the Club shall be kept at such bank as the Executive may approve by resolution. All accounts of the Club shall be paid by cheque.

10. EXECUTION OF CONTRACTS, ETC.

Contracts, documents or instruments in writing requiring the signature of the Club shall be signed by the President and one other officer, and all contracts, documents or instruments in writing so signed shall be binding upon the Club without any further authorisation or formality. The Executive shall ensure that all contracts are made at arms length. All officers shall get prior agreement from the President before making any financial commitments for the Club. The Executive is authorised from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Club either to sign contracts, documents, or instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

14. HIRING OF STAFF

Interviewing of club monitors shall be done by the officers to whom they report. Hiring shall be done with the approval of the President or Vice-President. The Executive shall be informed of any monitor hired. Interviewing and hiring of any other staff, including tennis professionals shall be done by the officer responsible for the function and the President. The Executive shall approve salaries and wages for all staff.

15. CONFLICT OF INTEREST

Executive members and volunteers and staff of Lawrence Park Tennis Club are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the club and are required to support and advance the interests of the club and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the club.

A conflict of interest refers to a situation in which private interests or personal considerations may affect a person's judgement in acting in the best interest of the club. It includes using their position, confidential information or club material or facilities for private gain or advancement or the expectation of private gain or advancement. A conflict may occur when an interest benefits any member of the employee's family, friends or business associates.

16. ACQUISITION AND DISPOSAL OF PROPERTY

The acquisition or disposition of any club property including equipment, furniture, appliances, etc. shall be decided by a vote of the Executive members.

17. ANNUAL FINANCIAL REVIEW

Each year the Executive shall select a qualified accountant (non-executive) to review the books and submit an annual financial statement. This statement will be presented at the Annual Meeting. The fiscal year of the Club shall terminate on the 31st day of December, in each year or on such other date as the officers may from time to time by resolution determine.

18. GENERAL

Every member of the Club shall be entitled to receive a copy of the constitution of the Club on request.

19. CONSTITUTION CHANGES

The constitution of the Club shall not be amended or altered except by a three-quarter majority vote of the members present in person at any meeting of members provided the members have been given notice as provided for in this constitution at least ten days in advance of the proposed meeting at which the constitution is to be amended as well as a summary of the amendments to be presented to the meeting of members for their approval.