

**CONSTITUTION**  
{REVISED September 15, 2016}

**Richmond Hill Lawn Tennis Club**

**ARTICLE 1 – Name of Corporation**

1.1 The name of the Corporation shall be the Richmond Hill Lawn Tennis Club, abbreviated hereinafter as RHLTC.

**ARTICLE 2 – Corporate Head Office**

2.1 The head office of the Corporation shall be in the Town of Richmond Hill, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

**ARTICLE 3 – Corporate Seal**

3.1 The seal, an impression of which is stamped in the margin, shall be the Corporate Seal of the Corporation.

**ARTICLE 4 – Corporate Obligations**

4.1 The business of the Corporation shall be carried on without financial gain to its members, Directors, or Officers, and any profits or other accruals to the Corporation shall be used in promoting its objectives.

4.2 Notwithstanding article 4.1, Members, Directors or Officers of the RHLTC may receive compensation for specified services rendered on either a casual or regular basis in the continued operation of the club. Compensation for said services must be pre-approved by the Board of Directors and recorded in the minutes. Such appointments shall be in accordance with guidelines developed and published by the Board of Directors.

4.3 The RHLTC shall keep the following:

- Minutes of all meetings held by the Corporation
- A register of the Board of Directors and Officers
- A register of club members
- Records detailing all financial and other transactions of RHLTC
- All other requirements and obligations of relevant Corporation Legislation
- Agreements with the Town of Richmond Hill and other organizations as necessary.

4.4 It is the responsibility of each member of the Board of Directors to familiarize themselves with these obligations and ensure that they are accordingly met. All such requirements will be made available to new Directors and Officers on initiation of their responsibilities.

**ARTICLE 5 – Aims and Objectives**

5.1 To foster and promote, at reasonable cost, the game of tennis in the Town of Richmond Hill.

5.2 To liaison and co-operate with the Department of Recreation and Culture in the Town of Richmond Hill.

5.3 To encourage participation in casual and tournament play for the purpose of the well-being of the members and for the furtherance of the sport of tennis.

5.4 To sponsor and promote such social and other activities as may contribute to the social and/or financial well-being of the RHLTC.

5.5 To maintain and improve, as the Board of Directors deems necessary, the tennis facilities and the courts licensed or permitted by the RHLTC.

#### **ARTICLE 6 – Authority**

6.1 The authority to govern the RHLTC shall be vested in the Board of Directors and Officers unless otherwise stated in this constitution.

6.2 The Board of Directors shall enact such Bylaws as required for the day-to-day operation of the RHLTC, subject to ratification at the next general meeting of the membership.

#### **ARTICLE 7 – Officers**

7.1 The Officers also referred to as the Executive shall be the President, Vice-President, Secretary, Treasurer and the Immediate Past President.

7.2 The President, or in absentia the Vice-President, shall have general supervision of the business and affairs of the Corporation and will be ex-officio members of all committees.

#### **ARTICLE 8 – Board of Directors**

8.1 The Board of Directors of the RHLTC shall consist of the five Officers of the Corporation, including a maximum of seven additional Directors.

8.2 Officers and Directors for specific areas of responsibility will be elected **as needed at the Annual General Meeting.**

8.3 Members of the Board of Directors shall serve a one (1) year term, and at the end of their respective term each shall retire, but may stand for re-election. The Immediate Past President shall normally serve on the Board of Directors until there is an outgoing President.

8.3a In the event of a retiring President, the Vice President will assume the role of President and if unable, the board will appoint a special committee of the board consisting of the Vice President, Secretary, and Treasurer. The committee will be charged with selecting candidates from the immediate board. Members are eligible to put forth their name to the Secretary, fifteen (15) business days prior to the Annual General Meeting. In order to be eligible for the position, the individual must have severed on the Clubs board the preceding two years.

8.3b Members of the Board of Directors are limited to two consecutive terms in any one position. They are eligible to stand for election to another position at the end of the two terms in their previous position.

8.4 All adult members in good standing shall be eligible for a position on the Board of Directors as set out above.

8.5 The duties of the Officers which will also be referred to as Executives are as follows:

The President shall:

- a) Perform such functions as the Board of Directors shall assign.
- b) Be the Chief Executive Officer of the Association and be responsible for the functions of the Board of Directors
- c) When present, preside at all meetings of the Board of Directors, the Annual General Meeting and Special Meetings.
- d) Be a signing authority.
- e) Be the official designated spokesperson of the RHLTC
- f) Be responsible for the promotion and maintenance of a positive RHLTC profile in the community
- g) Ensure that the RHLTC is properly represented at all external meetings and meetings of significance.

The Vice-President shall:

- a) Carry out the duties of the President in his or her absence
- b) Be a signing authority
- c) Carry out duties of the office in conjunction and consultation with the Board of Directors
- d) Liaise with the Board of Directors to identify needs such as clinics, workshops, projects and programs
- e) Assist the President in overseeing the day-to-day operation of the RHLTC
- f) Be responsible for the promotion and maintenance of a positive RHLTC profile in the community

The Secretary shall:

- a) Keep all records of the RHLTC, except the accounting records
- b) Keep the corporate seal and all legal documents of the corporation in a permanent file
- c) Serve notice of meetings and record all minutes of duly constituted meetings of the RHLTC, including Board of Directors meetings
- d) Publish and post agendas and approved minutes of all duly constituted meetings of the RHLTC, including Board of Directors meetings
- e) Maintain copies of all significant correspondence related to the RHLTC
- f) File information returns as required to maintain the legal status of the corporation

The Treasurer shall:

- a) Be responsible for all monies of the RHLTC and for their deposit in the name and to the credit of the RHLTC in a banking institution
- b) Be a signing authority
- c) Dispense funds with the approval of the Board of Directors
- d) Recommend a policy for investment of club funds to the Board of Directors
- e) Ensure that the signing officers are any two of the designated members of the Board of Directors
- f) Be responsible for reconciling and reporting to the Board of Directors the financial accounts of the RHLTC
- g) Prepare an annual budget with regard to the current and future financial obligations of the RHLTC and track expenditures against the budget
- h) Prepare an annual report and make the financial records available for audit as required
- i) Recommend the policy for members of the Board of Directors, or persons designated by them, to make purchases on behalf of the RHLTC, without prior approval of the Board of Directors
- j) To establish and maintain a Reserve fund for the purpose of replacement of capital equipment or facilities as necessary to ensure long-term viability of the RHLTC

The Immediate Past President shall:

- a) Serve as nominations chairperson for Board of Directors elections
- b) Chair meetings in the absence of the President and Vice-President
- c) Maintain and update the Constitution and Bylaws of the RHLTC

Directors

The remaining seven director positions are:

- a) Membership Director
- b) Tournament Director
- c) Marketing Director
- d) Intercounty Director
- e) House League Director
- f) Social Director
- g) Development Director

8.6 Should a vacancy occur for a board position, the Board of Directors shall have the authority to appoint a replacement Officer or Director from within the current Board or from the general membership until the next Annual General Meeting.

8.7 A recommendation for removal of an elected or appointed member of the Board of Directors shall require a 2/3-majority vote of the Board of Directors. The aforesaid member shall have the right to appeal such a decision to the general membership at the next general meeting and may be re-instated by a simple majority vote of the general membership.

8.8 The Board of Directors may from time to time appoint committees which may be composed of members, and the Board of Directors may delegate to such committees such powers as are necessary to fulfill their mandate.

8.9 Except in the case of dire emergency, the Board of Directors shall not commit the Corporation to expenditure in excess of \$25,000 without reference to and approval of the general membership. Any such proposed commitment shall be submitted for approval at a general meeting of the membership and authorized by a majority of members present before proceeding.

8.10 The Board of Directors may appoint such tennis professionals, employees, servants and agents, as it shall deem necessary, and provide remuneration for their services.

8.11 The Board of Directors reserves the right to close the courts for maintenance purposes or for safety concerns.

8.12 The Board of Directors shall publish and make available to all members a calendar of events and dates outlining the court allocation, programs and club rules of the RHLTC as soon as practicable in the playing season.

## **ARTICLE 9 – Membership**

9.1 A member shall be any person who has been accepted into the RHLTC and whose membership fees are fully paid up.

9.2 Membership in the Corporation or participation in any of its activities shall not be limited for reasons of race, religion, sex, national origin, ideology or disability.

9.3 Membership fees are due and payable on the date(s) determined by the Board of Directors. Unpaid members will be removed from the RHLTC membership list after this date.

9.4 The Board of Directors shall determine the types of membership including applicable surcharges for non-residents.

9.5 The Board of Directors shall determine fees for membership and other fees and charges as deemed appropriate.

9.6 The Board of Directors shall have the power to suspend club privileges or expel any member for just cause, including breach of the RHLTC Constitution, By-laws and Rules of Conduct. Members will have the right to represent themselves under the provisions outlined in Article 13.

9.7 Members shall abide by all resolutions and decisions of the Board of Directors of the Corporation.

9.8 Membership may be closed and a waiting list established when the membership reaches a total of 600 "paid" adult members (100 per lighted court or as recommended by the Town of Richmond Hill). Priority acceptance will be given to Richmond Hill Residents.

9.9 No member shall canvass, solicit or exhibit any service or product of any kind whatsoever on club premises or at any meeting, activity or event of RHLTC unless previously authorized by the Board of Directors. Violation of this policy may result in suspension of membership. No

member shall utilize the membership directory for solicitation or canvassing for any product or service whatsoever without the approval of the Board of Directors. Violation of this policy may result in suspension of membership.

## **ARTICLE 10 - Meetings**

10.1 All Board of Directors meetings shall be at the call of the President or the Secretary and can be held as frequently as necessary.

10.2 Any three Directors can demand that the President or Secretary call a special meeting of the Board of Directors but must provide in writing the purpose of the meeting. The President or Secretary must convene a meeting within 7 business days from the date of formal notice.

10.3 Any member of the Board of Directors who misses three reasonably scheduled **consecutive** meetings may be discharged.

10.4 A quorum shall consist of a simple majority of the Board of Directors. Should a meeting be necessary without a quorum, all resolutions made at that meeting must be ratified at a duly constituted meeting of the Board of Directors.

10.5 The conduct of all meetings shall be based generally on Roberts Rules of Order.

10.6 Except as otherwise designated herein, a simple majority vote of those present at Board of Directors or general meetings of the membership shall be required before a motion can be carried.

10.7 - The Board of Directors may schedule as many general meetings of the membership as it deems necessary, but must hold an Annual General Meeting within 11 months of the fiscal year end. An Executive meeting may also be held, without notice, immediately following the Annual General meeting of the RHLTC.

10.8 Notice of all general meetings of the membership shall be posted in a conspicuous location in the clubhouse at least 21 days prior to such meeting and every reasonable attempt made to notify members of the meetings. In the absence of postings in the Clubhouse, electronic notification via email including notification on the clubs website is also deemed sufficient notification.

10.9 Motions for consideration at a general meeting of the membership shall be submitted in writing to the Secretary or to the President no less than seven (7) days prior to the date of the meeting. Such motions must be signed by the Mover and seconded by another member.

10.10 Copies of proposed motions shall be posted in the clubhouse or on the clubs website.

10.11 Motions arising from the floor at a general meeting of the membership for which there is considerable support will be set aside for a follow-up meeting so as to provide for appropriate consideration by the Board of Directors.

10.12 Only adult members in good standing are entitled to vote at a general meeting of the membership. In order to do so, they must be in attendance at the meeting, unless the Board of Directors has made provision for a proxy vote.

10.13 The Board of Directors can determine that a proxy vote may be necessary in special circumstances. The Board of Directors will determine the procedure for such a proxy vote.

10.14 A quorum for the purposes of the Annual General Meeting shall be considered those present or represented by proxy.

10.15 The proxy vote expires at the close of the meeting for which it was issued.

10.16 The Board of Directors shall be bound by resolutions passed by the membership at a general meeting.

10.17 The Club will prepare a statement of accounts as approved by the Treasurer and may undertake a full audit if requested by a majority of the board of directors or as directed by the Town of Richmond Hill.

## **ARTICLE 11 – Election of Officers and Directors**

11.1 The election of Officers and Directors shall be held at the Annual General Meeting, and a simple plurality shall carry such elections. The Chairperson of the election shall be the Immediate Past President providing he/she is not a candidate for an elected position and is available. The Board of Directors may otherwise appoint an Elections Chairperson from anyone of the general membership or current board of directors.

11.2 The Immediate Past President or the Elections Chairperson shall head the Nominating Committee and present a slate of candidates for election. Nominations will also be solicited from the floor at the Annual General Meeting. Candidates must be nominated by two members in good standing, have declared their commitment to serve in the capacity nominated for a full two (2) year term and be in compliance with Article 8.3a

11.3 In order to assume the position of President, a member must normally have served on the Board of Directors as Vice-President. In order to assume the position of Vice-President, a member must have served one term on the Board of Directors or be nominated by the Board of Directors to serve in that position.

## **ARTICLE 12 – DISSOLUTION**

12.1 Dissolution is recourse for the Club and its Board of Directors in the event of insufficient funds, memberships, executive personnel or like occurrence.

12.2 Members shall be advised by electronic mail (email) of the dissolution. Notification shall be given to the Town of Richmond Hill.

12.3 The Board of Directors will liquidate and sell assets sufficient to settle all outstanding debts and obligations.

12.4 Surplus funds and/or equipment will be held in Trust by the Richmond Hill Tennis Association or failing that, the Town of Richmond Hill for three years, and returned to the Club should it be reactivated. If, after three years, the Club is not reactivated, the surplus funds and equipment shall become the property of the Town of Richmond Hill.

### **ARTICLE 13 - Revocation or Suspension of Membership**

13.1 The Board of Directors or its appointed committee by resolution may revoke or suspend the membership of a Member for cause which shall include transgressions of the Richmond Hill Lawn Tennis Club's Code of Conduct or conduct considered unbecoming.

13.2 The Secretary shall give at least 48 hours' notice to such member that a meeting will be held at which the board appointed committee will consider the revocation or suspension of his/her membership.

13.3 The Secretary will further advise the member that he/she are entitled to attend the meeting and give the reasons why he/she opposes the revocation or suspension of membership.

13.4 The President or appointee of the committee shall verbally inform the member of the executive's decision within one seven (7) days after such meeting, the President, and/or executive member designated by the President, shall inform the member, in writing, as to whether or not his/her membership has been revoked or suspended and the reasons for such decision.

13.5 The decision of the committee is final.

13.6 A suspended member will be eligible for membership to RHLTC the following season unless the Board has imposed a time period for suspension or a permanent suspension. In the case of a revocation or permanent suspension, the member cannot reapply for membership at RHLTC.

13.6 Membership is non-transferable and membership fees are non-refundable.

### **ARTICLE 15 - Execution of Instruments**

15.1 Deeds, transfers, licenses, assignments, contracts and obligations on behalf of the RHLTC may signed and executed by the President and any one of the Vice- President or Treasurer.

### **ARTICLE 16 - Borrowing and lending of Monies**

16.1 The Board of Directors may commit the Club to borrow funds for the purpose of capital expenditures or investments in tennis infrastructure. The Board can also pledge investments as security against such borrowings but must obtain membership approval for any commitments greater than \$25,000. By simple majority vote of a duly constituted board meeting, the Board of



Directors are empowered to lend funds to other tennis bodies or tennis organizations under terms and conditions deemed reasonable up to \$5,000. Amounts exceeding \$5000 require approval of the general membership.

#### **ARTICLE 17 - Finances**

17.1 All funds of the corporation shall be deposited in the Clubs name in a chartered bank or trust company. Cheques must be signed by two of the following signing officers, the President, Vice President and/or Treasurer.

17.2 The full time membership year shall be from April 1st of one year to March 31st of the next year. Special memberships shall be as determined by the Board of Directors.

17.3 The Board of Directors shall prepare and approve a preliminary budget within the first sixty days of the operating year and all disbursements must be by cheque ONLY. Individual disbursements outside of those approved in the budget cannot exceed \$2000 without Board Approval and \$25,000 without membership approval.

#### **ARTICLE 18 - Rules and Regulations**

18.1 The rules and regulations of the RHLTC governing such items as access to premises, court booking, allocation of courts for lessons, leagues, tournaments and special events will have priority over the static court calendar published at the beginning of the season.

18.2 The rules and regulations of play will be available on the Clubs website and posted in the Clubhouse for all members to view as soon as practicable. The Club does not have a guest policy but allows members of the public to use the courts if they are not being used by members who have adhered to the court access rules.

18.3 The board of directors reserves the right to suspend, cancel and revoke membership without refund of fees for any member who violates the rules, is deemed unruly, interferes with or disturbs other players on the court. If a suspension is issued, members will have the right to request an appeal as per section 8.7 of the Constitution.

18.4 Smoking and chewing gum is prohibited on court, in any enclosed area of the club or within 9 meters of the facilities.

18.5 Alcohol and the consumption of alcoholic beverages on court or in the clubhouse is prohibited, save for specific social events as sanctioned by the Board of Directors, and for which appropriate permits have been obtained in compliance with the Town of Richmond Hill Risk Management Policy.

18.6. Non-marking tennis shoes are mandatory for all players.

#### **ARTICLE 19 – Amendments to the Constitution**

19.1 Amendments to the Constitution can only be made at a general meeting of the membership and there must be a 2/3-majority for proposed amendments to be carried.

19.2 For consideration at a general meeting of the membership proposed amendments shall be submitted in writing to the Secretary or to the President no less than fourteen (15) business days prior to the date of the meeting. Such motions must be signed by the Mover and seconded by another member.

19.3 Copies of proposed amendments shall be posted disseminated by electronic mail, posted on the clubs website or in the clubhouse prior to the general meeting.