

# ONTARIO TENNIS ASSOCIATION

## BY-LAW TABLE OF CONTENTS

<b>Section 1</b>	<b>INTERPRETATION.....</b>	<b>1</b>
1.01	DEFINITIONS.....	1
1.02	VARIATIONS IN NUMBER AND GENDER.....	1
<b>Section 2</b>	<b>BUSINESS OF THE CORPORATION.....</b>	<b>2</b>
2.01	HEAD OFFICE.....	2
2.02	SEAL.....	2
2.03	FINANCIAL YEAR.....	2
2.04	BANKING ARRANGEMENTS.....	2
2.05	EXECUTION OF INSTRUMENTS.....	2
2.06	BORROWING AND SECURITIES.....	2
<b>Section 3</b>	<b>MEMBERSHIP OF THE ASSOCIATION.....</b>	<b>3</b>
3.01	CLASS OF MEMBERS.....	3
3.02	FULL MEMBERS.....	3
3.03	ASSOCIATE MEMBERS.....	3
3.04	INDIVIDUAL MEMBERS.....	3
3.05	APPLICATION AND ELECTION OF MEMBERS.....	3
3.06	ANNUAL DUES.....	3
3.07	NON-MEMBER FEES.....	4
3.08	TERMS OF PAYMENT.....	4
3.09	RESIGNATION OF MEMBERS.....	4
3.10	ANNUAL DISCLOSURE OF INFORMATION.....	4
3.11	CHANGES IN OFFICERS.....	4
3.12	SAFE SPORT.....	4
<b>Section 4</b>	<b>MEETINGS OF MEMBERS.....</b>	<b>5</b>
4.01	ANNUAL MEETINGS.....	5
4.02	GENERAL MEETING.....	5
4.03	NOTICES.....	5
4.04	PERSONS ENTITLED TO BE PRESENT.....	5
4.05	QUORUM.....	5
4.06	RIGHT TO VOTE.....	5
4.07	REPRESENTATIVES OF FULL MEMBERS.....	6
4.08	SCRUTINEERS.....	6
4.09	VOTES TO GOVERN.....	6
4.10	SHOW OF HANDS.....	6
4.11	POLLS.....	6
4.12	ADJOURNMENT.....	6
4.13	ONLINE OR OTHER REMOTE ACCESS DURING EMERGENCIES.....	6
<b>Section 5</b>	<b>BOARD OF DIRECTORS.....</b>	<b>8</b>
5.01	POWERS OF THE BOARD OF DIRECTORS.....	8
5.02	NUMBER AND QUALIFICATIONS OF DIRECTORS.....	8
5.03	TERM OF OFFICE.....	8
5.04	TERMINATION.....	8
5.05	VACANCIES.....	9
5.06	CALLING OF MEETINGS.....	9
5.07	FIRST MEETING OF NEW BOARD OF DIRECTORS.....	9
5.08	VOTES TO GOVERN.....	9
5.09	QUORUM.....	9
5.10	PROXIES INVALID.....	9

5.11 INDEMNIFICATION.....9

5.12 ONLINE OR OTHER REMOTE ACCESS DURING EMERGENCIES..... 10

**Section 6 NOMINATION OF OFFICERS AND DIRECTORS..... 11**

6.01 NOMINATING COMMITTEE..... 11

6.02 ADDITIONAL NOMINATIONS..... 11

6.03 NOMINATIONS AT MEETING..... 11

**Section 7 OFFICERS AND EMPLOYEES OF THE ASSOCIATION..... 12**

7.01 OFFICERS..... 12

7.02 VACANCIES..... 12

7.03 CHAIR OF THE BOARD..... 12

7.04 VICE-CHAIRS..... 12

7.05 VICE-CHAIR FINANCE and ADMINISTRATION..... 12

7.06 EMPLOYEES OF THE ASSOCIATION..... 12

**Section 8 COMMITTEES..... 14**

8.01 STANDING COMMITTEES..... 14

8.02 STANDING COMMITTEE CHAIRS..... 14

8.03 APPOINTMENT OF STANDING COMMITTEE MEMBERS..... 14

8.04 CALLING OF MEETINGS..... 14

8.05 OTHER COMMITTEES..... 14

**Section 9 REGIONS AND REGIONAL COMMITTEES..... 15**

9.01 REGIONS..... 15

9.02 ACTIVE/INACTIVE REGIONS..... 15

9.03 CHANGE OF REGION..... 15

9.04 ESTABLISHMENT OF REGIONAL COMMITTEES..... 15

9.05 AUTONOMOUS REGIONS..... 15

9.06 ELECTION OF REGIONAL COMMITTEES (NON-AUTONOMOUS REGIONS)..... 16

9.07 ESTABLISHMENT OF REGIONAL COUNCIL..... 16

9.08 CALLING OF MEETINGS..... 16

9.09 TERM OF OFFICE..... 16

9.10 PROCEDURE (NON-AUTONOMOUS REGIONS)..... 16

**Section 10 DISCIPLINARY ACTION..... 18**

10.01 DISCIPLINARY PROCEDURES FOR COMPETITIONS..... 18

**Section 11 RULES OF COMPETITION..... 18**

11.01 RULES OF COMPETITION..... 18

**Section 12 RANKINGS..... 18**

12.01 RANKINGS..... 18

**Section 13 NOTICES..... 19**

13.01 METHOD OF GIVING..... 19

13.02 COMPUTATION OF TIME..... 19

13.03 OMISSIONS AND ERRORS..... 19

13.04 ENACTMENT OF AND AMENDMENT TO BY-LAWS..... 19

## INDEX OF CHANGES

<b>Effective Date</b>	<b>Description of Change</b>
May 23, 2020	<ol style="list-style-type: none"> <li>1. Change “President” references to “Chair of the Board”, “Vice-President” references to “Vice-Chair” and “Executive Director” references to “President” to align with Tennis Canada board titles.</li> <li>2. Include adoption of “Safe Sport” requirements for Full members, Section 3.12.</li> <li>3. Add Section 4.13, provision for Meetings of Members for online or other remote access meetings during emergencies.</li> <li>4. Add Section 5.12, provision for Board of Director meetings for online or other remote access meetings during emergencies.</li> <li>5. Remove section 7.01(b)(vi) as the requirement is already covered under 7.01(b)(v).</li> </ol>
April 13, 2013	<ol style="list-style-type: none"> <li>6. Updates to Sections 10, 11 and 12 of the OTA By-laws which simplify the requirements for Disciplinary Action, Rules of Competition and Ranking as they relate to the OTA competitive structure. All sections have been outdated for many years and do not reflect the current policies and procedures of the OTA</li> <li>7. Create new section 8.04 describing the creation of "Other Committees" the Executive Committee may raise from time to time</li> <li>8. Enhance Section 9 to clarify procedures for regions and regional committees. In particular, clarify meaning of Active/Inactive regions, autonomous regions and procedures for elections and voting of non-autonomous regions</li> </ol>
April 14, 2012	<ol style="list-style-type: none"> <li>9. Rename “the Canadian Tennis Association” to “Tennis Canada” in sections 10.01, 11.01(b) and 1.01</li> <li>10. Fix typographical error in section 9.04</li> <li>11. Update methods by which the OTA communicates with its members in section 13.01</li> <li>12. Introduce two new definitions: Inactive Region, Autonomous Region in section 1.01</li> <li>13. Clarify situations in section 5.10 where a substitute VP or regional chair attends only one or two OTA Board meetings and doesn't possess the knowledge, background or continuity to properly represent that position at a Board meeting.</li> <li>14. Provide more flexibility to the chair of the regional committee in assigning representation on the nominating committee in section 6.01. As last recourse, if no one from the regional committee is able to act, then it is left up to the chair of the nominating committee or the President to decide who will represent that region, rather than the chair of the regional committee.</li> <li>15. Provide clarity to the existing standing committee for Membership and Regional Development (M&amp;RD) in section 8.01. This standing committee is known as "Regional Council", so these changes identify the name directly and move the wording to section 9.07. The mandate of the committee remains unchanged.</li> <li>16. Wording for the appointment of M&amp;RD committee is moved to new section 9.07</li> <li>17. Provide rationale behind the formation of regions and regional boundaries in Ontario by combining sections 9.01 and 9.02 into one new updated section 9.01</li> <li>18. Introduce new section 9.02 to emphasize the importance of regional accountability to the Board with regard to finances, activities and initiatives. Emphasizes the role the OTA has in supporting inactive regions.</li> <li>19. Introduce new section 9.07 by describing the chair, membership and frequency of meetings for the Regional Council. Changes the minimum frequency of these meetings from four to two.</li> <li>20. Reduce the minimum requirements to the size, meeting frequency and makeup of the regional committees in section 9.06. These changes do not diminish the importance of the role of the regional chair, but do allow for greater latitude in dealing with diverse geographic regions.</li> <li>21. Introduce new section 9.09 describing the Term of Office for the regional committee. The wording is moved from old section 5.03(b).</li> <li>22. Describe the meeting frequency of the regional committee in section 9.04 and reduces it from four to two times per year.</li> </ol>

Effective Date	Description of Change
	<p>23. Update section 8.04 by removing wording related to frequency of meetings for regional and standing committees, as this detail is already included under Section 9 for regional committees and Section 8 for each specific standing committee. Removes wording describing distribution of meeting minutes;</p> <p>24. Introduce new section 9.08 to describe the calling of meetings for the regional committee. This wording is a copy of the same wording from section 8.04.</p> <p>25. Simplify the description of the mandate of the standing committee for Player Development in sections 8.01 and 8.03, and includes the meeting frequency. Eliminates the requirement of a standing committee for Marketing and Communications (M&amp;C), given the M&amp;C business is already being conducted under the umbrella of the existing OTA Editorial Board.</p> <p>26. Specify the meeting frequency for the Executive Committee under 8.03(c). Meeting frequency remains unchanged at four times per year.</p> <p>27. Eliminate section 5.11 and the role of Honorary Councillor. The role was introduced as a way of providing additional expertise to the Board. The Board may from time to time gather additional expertise as it deems necessary without the need of specifically defining the role in the bylaw.</p>
April 17, 2010	Modified section <b>3.06 Annual Dues</b> to include 3.06(a)ii wording for a new junior fee structure
April 4, 2009	Modified section <b>4.01 Annual Meetings</b> to allow Annual meetings to take place in the first 180 days instead of 100 days.
April 1, 2006	Amended Section 7.01, subsection (b), clause (i) to read: <ul style="list-style-type: none"> <li>i. no officer shall serve for more than a maximum of six consecutive years as a Vice-President nor for more than a maximum of four consecutive years as President</li> </ul>

## **OTA BY-LAW NUMBER ONE**

A by-law relating generally to the transaction of the affairs of **ONTARIO TENNIS ASSOCIATION**.

BE IT ENACTED as a by-law of the Ontario Tennis Association as follows:

### **Section 1 INTERPRETATION**

#### **1.01 DEFINITIONS**

In the by-law and all other by-laws and special resolutions of the Association, unless the context otherwise requires:

*"Annual Dues"* means the dues payable annually by Members of the Association as provided for in the by-law of the Association from time to time in force;

*"Association"* means the Ontario Tennis Association, a corporation incorporated under the laws of Ontario;

*"The Corporations Act"* means The Corporations Act, R.S.O. 1970 C.89;

*"Board"* means the Board of Directors of the Association;

*"Director"* means a duly elected member of the Board of Directors;

*"Meeting of members"* includes an annual or a general meeting of the Members of the Association;

*"Members"* includes Full Members, Associate Members and Individual Members and any other class of members of the Association hereafter established;

*"Player"* means a "player", as defined from time to time by Tennis Canada, who either resides in the Province of Ontario or is taking part in an activity sponsored or sanctioned by the Association or one of its Members;

*"Regions"* means the Regions formed through 9.01, 9.02 and 9.05;

*"Regional Committees"* means the committees established pursuant to section 9.04 of this by-law;

*"Registered Tournament Player"* means a player who has registered with the Association, paid the prescribed registration fee as determined from time to time by the Board of Directors, and meets all Association membership criteria.

#### **1.02 VARIATIONS IN NUMBER AND GENDER.**

Words importing the singular include the plural and vice versa; words importing the masculine gender include the female and neuter genders; and words importing persons include individuals, bodies corporate and unincorporated organizations.

## **Section 2 BUSINESS OF THE CORPORATION**

### **2.01 HEAD OFFICE.**

The head office of the Association shall be within 20km of the City of Toronto, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

### **2.02 SEAL.**

The corporate seal of the Association shall be in the form impressed hereon.

### **2.03 FINANCIAL YEAR.**

The financial year of the Association shall end on the 31st day of December in each year.

### **2.04 BANKING ARRANGEMENTS.**

The banking business of the Association, or any part thereof, shall be transacted with such chartered bank, as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Association's behalf by the President of the Association and such other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Association's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Association; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.

### **2.05 EXECUTION OF INSTRUMENTS.**

Contracts and obligations on behalf of the Association shall be signed by the President or such other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and the corporate seal shall be affixed to such instruments as required by same. Notwithstanding any provision to the contrary contained in the by-law of the Association, the Board of Directors may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Association may or shall be signed.

### **2.06 BORROWING AND SECURITIES.**

The Board of Directors may from time to time:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge debt obligations of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertaking, to secure any debt or liability of the Association.

## **Section 3 MEMBERSHIP OF THE ASSOCIATION**

### **3.01 CLASS OF MEMBERS.**

The classes of members of the Association shall be Full Members, Associate Members and Individual Members. The Board of Directors may create from time to time other classes of members of the Association on such terms and conditions as it approves.

### **3.02 FULL MEMBERS.**

Full Members shall be organized tennis clubs, organized clubs having tennis sections and any other organization which charges its members an annual fee in payment for the availability of tennis facilities and services relating thereto; they shall be entitled to notice of and to vote at meetings of Members of the Association as provided in section 4.06 of this by-law; and they shall pay annual dues to the Association in accordance with the provisions of the by-laws of the Association from time to time in force.

### **3.03 ASSOCIATE MEMBERS.**

Associate Members shall be organizations which are interested in the promotion and support of tennis but which do not charge annual fees to their members in return for the availability of tennis facilities or services relating thereto; they shall include, without limitation, schools, community colleges, universities, municipal recreation departments, tennis camps, apartment complexes and hotels; they shall not be entitled to vote at but shall be entitled to notice of meetings of Members of the Association; and they shall pay annual dues to the Association in accordance with the provisions of the by-laws of the Association from time to time in force.

### **3.04 INDIVIDUAL MEMBERS.**

Individual Members shall be those tennis playing members of each Full Member for whom annual dues are paid to the Association pursuant to section 3.06 of this by-law; or individuals that are not members of a Full Member; and they shall pay annual dues to the Association pursuant to the by-law; and they shall not be entitled to notice of meetings of Members of the Association.

### **3.05 APPLICATION AND ELECTION OF MEMBERS.**

Approval of applications for Full Membership or Associate Membership or any other membership classification created by the Board of Directors pursuant to section 3.01 of this by-law, shall be by the President.

### **3.06 ANNUAL DUES.**

In each financial year of the Association annual dues shall be paid to the Association;

- (a) In the case of \*Full Members, in such amount as shall be established by the Board of Directors:
  - i. For each adult tennis playing member of each Full Member who attained the age of 18 years, prior to January 1 of the financial year in which the dues are payable, and
  - ii. For each junior tennis playing member of each Full Member who **has not** attained the age of 18 years prior to January 1 of the financial year in which the dues are payable, provided that no Full Member shall in any financial year pay annual dues of less than such amount as the Board of Directors may from time to time determine.
- (b) In the case of Associate Members, in such amount as the Board of Directors may from time to time determine.
- (c) Provided that the Board of Directors may increase fees up to 15% of the current fees, for subsequent year, for which the fee increase is to occur. A change in annual dues from the current year for the upcoming years must be approved at a general meeting of Full Members. Written notification of a proposed change of annual dues must be sent to Member Clubs no later than September 1 of the current year.

**3.07 NON-MEMBER FEES.**

The Association may charge such other dues and fees as the President or Board of Directors may from time to time determine to persons, associations or corporations, enjoying a benefit from the Association or for whom the Association agrees to provide a service.

**3.08 TERMS OF PAYMENT.**

The schedule for payment to the Association of membership dues and receipts of confirmation forms shall be established by the Board of Directors. The President may suspend, terminate or reinstate membership in the Association of any Full Member or Associate Member that has failed to pay its annual dues according to the schedule.

**3.09 RESIGNATION OF MEMBERS.**

Any resignation by a Full Member or Associate Member shall be made in writing addressed to the President. No resignation shall be accepted by the President until all dues owing to the Association have been paid in full. Resignations must be received prior to February 15 to relieve a Full Member or Associate Member from its obligations.

**3.10 ANNUAL DISCLOSURE OF INFORMATION.**

On or before July 30 in each year, each Full Member shall send to the Association, in prescribed form, the following information;

- (a) The total number of fee paying Adult and Junior tennis members of the Full Member;
- (b) The names and addresses of all fee paying Members of the Full Member of the current year; and
- (c) A complete description of the Full Member's tennis facilities.

**3.11 CHANGES IN OFFICERS.**

Each Full Member and Associate Member shall file with the Association a notice of any change in its officers within fifteen days after the change has taken place. The notice shall specify the date on which such change took place and the name, address and telephone numbers of the new officers.

**3.12 SAFE SPORT.**

As of a date to be fixed by the Board and notified in writing not less than 90 days in advance of such date to Members, it will become mandatory for everyone that is coaching, instructing, or assisting with respect to juniors (under 18) and that is in a position of authority in a Full Member of the Association to complete safe sport screening and education requirements in one of the ways specified by Tennis Canada in its official communique dated February 5, 2020 sent to Members of the Association.



## **Section 4 MEETINGS OF MEMBERS**

### **4.01 ANNUAL MEETINGS.**

The annual meeting of Members shall be held at such place within Ontario during the first 180 days of each calendar year as the Board of Directors may from time to time determine, for the following purposes;

- (a) to hear and receive the reports and statements required by The Corporations Act to be read and laid before the Association at an annual meeting;
- (b) to elect the officers as specified in section 7.01 (a) herein;
- (c) to appoint auditors;
- (d) to receive and, if deemed advisable, to approve, with or without variation, the reports of the Chair of the Board, President and the committees of the Association listed in section 8.01; and
- (e) to deal with such other matters as may properly come before the meeting.

### **4.02 GENERAL MEETING.**

A general meeting of Members may be called at any time for the transaction of any business, the general nature of which is specified in the notice calling the meeting. General meetings shall be held at such time as the Chair of the Board, the Board of Directors or any eight Full Members may determine, and the President shall call a general meeting when directed or authorized by the Chair of the Board, the Board of Directors or any eight Full Members.

### **4.03 NOTICES.**

No public notices or advertisement of any meeting of Members shall be required, but notice of the time and place of each such meeting shall be given not less than twenty days and not more than sixty five days before the date on which the meeting is to be held to the auditor of the Association, to each Director and to each Full Member and Associate Member. Notice of a general meeting of Members shall state the general nature of the business which is to be transacted at it. A copy of the audited financial statements of the Association for the preceding financial year together with a report of the auditors thereon and the nominations for the Board of Directors as provided in section 6.01 of this by-law, shall also be given for the annual meeting not less than ten days and not more than sixty five days before the date on which the meeting is to be held.

### **4.04 PERSONS ENTITLED TO BE PRESENT.**

The only persons entitled to attend a meeting of Members shall be Members, the auditor of the Association and those entitled to vote thereat and others who although not entitled to vote are entitled or required under any of the provisions of The Corporations Act or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

### **4.05 QUORUM.**

The duly qualified representatives of twenty Full Members present in person shall constitute a quorum for the transaction of business at any meeting of members.

### **4.06 RIGHT TO VOTE.**

At all meetings of Members a Full Member is entitled to one vote for each tennis playing member for whom annual dues have been paid by such Full Member to the Association either in the year in which the meeting is held or, if the meeting is held prior to the date on which the annual dues are paid or payable pursuant to this by-law, in the year immediately preceding the year of the meeting. Associate Members and Individual Members have no right to vote at meetings of Members.

**4.07 REPRESENTATIVES OF FULL MEMBERS.**

The President or, failing him/her, the Vice-President of a Full Member may attend and act on behalf of a Full Member at meetings of Members without providing the chair of the meeting with evidence of his/her authority to do so, provided the name and address of such President or Vice-President has been provided to the Association pursuant to section 3.11 of this by-law prior to the meeting. In all other cases a Full Member may by means of a proxy appoint an individual who need not be an Individual Member to attend and act at the meeting on behalf of the Full Member. The President or, failing him/her, the Vice-President or, failing him/her the holder of a proper proxy of a Full Member shall be the qualified representative of such Full Member at any meeting of Members. A proxy shall be signed on behalf of the Full Member by its President or secretary, shall be in such form as the chair of the meeting may accept as sufficient and shall be deposited with the President of the Association before any vote is passed under its authority.

**4.08 SCRUTINEERS.**

At each meeting of Members one or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting to serve at the meeting. Such scrutineers need not be Members of the Association.

**4.09 VOTES TO GOVERN.**

Unless otherwise required by the by-laws of the Association, all questions proposed for consideration at a meeting of Members shall be determined by the majority of the votes cast by Full Members, and in case of an equality of votes the chair presiding at the meeting shall have a casting vote.

**4.10 SHOW OF HANDS.**

At all meetings of Members every question shall be decided by a show of hands unless a poll thereon be required by the chair or be demanded by the qualified representative of any Full Member. Upon a show of hands the qualified representative of every Full Member present shall have one vote. After a show of hands has been taken upon any question the chair may require or the qualified representative of any Full Member present may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the Association in meetings of Members upon the question. A demand for a poll may be withdrawn at any time prior to the taking of a poll.

**4.11 POLLS.**

If a poll be required by the chair of the meeting or be duly demanded by the qualified representative of any Full Member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chair of the meeting shall direct.

**4.12 ADJOURNMENT.**

The chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

**4.13 ONLINE OR OTHER REMOTE ACCESS DURING EMERGENCIES.**

During any period during which it is prohibited, dangerous or otherwise substantially impractical to convene and hold a Meeting of Members in person strictly as contemplated by Sections 4.1-4.12 above whether due to pandemic, natural disaster, conflict, civil disorder or otherwise, the following provisions shall apply:

- (a) The meeting may be held by online, telephonic or other electronic means as determined by the Board provided Members are given a reasonable opportunity to participate remotely and to receive the reports of the Association at such meeting and the quorum for such meeting shall be satisfied by the remote participation in such meeting of representatives of 20 Full Members; and

- (b) Voting on matters at such meetings may be conducted in advance by online survey or by other electronic means as determined by the Board in order to facilitate Members in voting on matters before such meeting in a way that can be authenticated.

## **Section 5      BOARD OF DIRECTORS**

### **5.01      POWERS OF THE BOARD OF DIRECTORS.**

The affairs of the Association shall be managed by the Board of Directors. Without limiting the generality of the foregoing the Board of Directors shall have powers:

- (a) to control expenditures of funds by the Association;
- (b) to approve the annual budget of the Association;
- (c) to approve the goals, objectives, programs, services and events of the standing committees and regions of the Association as named in sections 8.02 and 9.01 respectively;
- (d) to delegate any and all of its powers to its duly appointed committees or to the President;
- (e) to sanction a Full Member, Associate Member or Individual Member for any infraction of the by-laws of the Association, the rules of tennis or for any act or practice which, in the opinion of the Board of Directors is detrimental to the interests or contrary to the ethics of tennis or the Association;
- (f) to establish from time to time such rules and regulations as it may deem necessary and advisable with respect to the operation and conduct of any sanctioned tournament of the Association including, without limiting the generality of the foregoing rules and regulations with respect to ethics, standard of conduct, disciplinary measures and penalties;
- (g) to decide questions of eligibility of persons nominated or elected as Directors;
- (h) to supervise all meetings conducted under the auspices of the Association or to delegate such supervisory powers;
- (i) to perform all such other acts and duties as the by-laws of the Association may provide or The Corporations Act may require of directors of a corporation.

### **5.02      NUMBER AND QUALIFICATIONS OF DIRECTORS.**

Directors shall be the Chair of the Board, four Vice-Chairs, who chair the standing committees, and chairs of the Active Regions of the Association, as outlined in sections 7.01, 8.01, and 9.01 respectively, and the Past Chair. The Board has the authority to appoint up to six additional Directors as it so deems appropriate. Each Director shall be at least 18 years of age and shall, at the time of his/her election or within ten days thereafter and throughout his/her term of office, be an Individual Member.

### **5.03      TERM OF OFFICE.**

- (a) Each Vice-Chair shall be elected to hold office until a successor shall have been duly elected at the Association General Meeting.
- (b) The Directors of the Association shall be retired at the Annual General Meeting but shall be eligible for re-election if otherwise qualified as specified in sections 5.02 and 7.01.
- (c) Elected terms for Officers shall be as follows. The Chair of the Board shall be elected to hold office for a term of two years. The four Vice-Chairs shall be elected to hold office for a term of one year. The Officers shall be retired at the respective annual general meeting, but shall be eligible for re-election if otherwise qualified as outlined in section 5.02 and 7.01.

### **5.04      TERMINATION.**

- (a) Removal for Cause - Members of the Board may, by resolution passed by at least 80% of the votes cast at a meeting at which notice specifying the intention to pass such a resolution has been given, remove a member before the expiration of his or her term of office and may, by a majority of votes cast at that meeting, appoint any person in his or her stead for the remainder of his or her term.
- (b) Resignation - A member of the Board may resign his or her membership by submitting a letter of resignation to the Chair of the Board.

**5.05 VACANCIES.**

Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among qualified Individual Members, if they shall see fit to do so, otherwise such vacancies shall be filled at the next annual meeting of Members at which the Board of Directors for the ensuing year is elected, but if there is not a quorum of Directors the remaining Directors shall forthwith call a meeting of Members to fill the vacancies.

**5.06 CALLING OF MEETINGS.**

Meetings of the Board of Directors shall be held at least six times in each financial year and at such times as the Chair of the Board or a Vice-Chair or any three Directors may determine, and the President shall call meetings when directed or authorized by the Chair of the Board or by a Vice-Chair or by any three Directors. Notice of every meeting so called shall be given to each Director not less than fourteen days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.

**5.07 FIRST MEETING OF NEW BOARD OF DIRECTORS.**

Each newly elected Board of Directors may without notice hold its first meeting for the purpose of organization and the election and appointment of chairs of the committees referred to in sections 8.01 and 8.02 of this by-law immediately following the meeting of members at which such Board of Directors is elected, provided a quorum of Directors is present.

**5.08 VOTES TO GOVERN.**

At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the chair shall cast the deciding vote. The chair only votes in the case of an equality of votes.

**5.09 QUORUM.**

A quorum shall be the presence of a simple majority of the members eligible to vote either in person or represented by a proxy.

**5.10 PROXIES INVALID.**

The Chair of the Board may not be represented by proxy at meetings of the Board of Directors but his/her views, if submitted in writing, shall be presented to the meeting. In the event that a Vice-Chair or regional chair is unavailable to attend Board of Directors meetings for an extended period of time, a substitute may attend at the discretion of the Chair of the Board, and will have the full power of substitution for those meetings.

**5.11 INDEMNIFICATION.**

The Association hereby consents that every Director in their capacity as Director or officer or both and their heirs, executors, administrators and estate and effects, respectively, from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, charges and expenses whatsoever which such person may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- (b) All other costs, charges and expenses he/she sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his/her own wilful neglect or default.

The Association may purchase and maintain insurance for the benefit of any Director in his/her capacity as Director or Officer, or any other person referred to herein against the liabilities referred to in this section.

**5.12 ONLINE OR OTHER REMOTE ACCESS DURING EMERGENCIES.**

During any period during which it is prohibited, dangerous or otherwise substantially impractical to convene and hold a meeting of Directors in person strictly as contemplated by Sections 5.1-5.11 above whether due to pandemic, natural disaster, conflict, civil disorder or otherwise, such meeting may be held by online, telephonic or other electronic means as determined by the Board provided Directors are given a reasonable opportunity to participate remotely and to vote on matters at such meeting and the quorum for such meeting shall be satisfied by the remote participation in such meeting of a simple majority of the Directors. The foregoing provisions shall apply equally with corresponding changes all meetings of Committees of the Board.

## **Section 6      NOMINATION OF OFFICERS AND DIRECTORS**

### **6.01      NOMINATING COMMITTEE.**

The nominations of Directors, as specified in section 5.02 but not including the Past Chair, or Regional Committee Chairs, who are to be elected at an annual meeting shall be made on behalf of the Board of Directors by a nominating committee consisting of the immediate Past Chair of the Association, as chair, and the chair of each of the Regional Committees. The nominating committee shall file its nominations with the Association at the last meeting of the Board of Directors prior to the Annual General Meeting and to those so indicated in section 4.03 of such annual meeting.

If the immediate Past Chair is unable to act as chair of the nominating committee, the Past Chair prior to him/her shall act as chair.

If the chair of a Regional Committee is unable to act, any other Regional Committee member as appointed by the regional chair, shall replace him/her on this committee, and if he/she is unable to act an Individual Member of a Full Member located in such region as selected by the chair of the Nominating Committee, may act on his/her behalf, or failing that, the Chair of the Board shall be consulted to fill such vacancy. The nominating committee shall meet not less than once a year. Representatives of four regional committees, the chair or his/her designee shall constitute a quorum for a meeting.

### **6.02      ADDITIONAL NOMINATIONS.**

Additional nominations for the offices of Vice- Chairs to chair the Standing Committees or for the office of Chair of the Board may be made by two Full Members provided such nominations are filed with the Association at least fifteen days prior to the annual meeting. All additional nominations for the above mentioned positions will also be considered nominations for the Board of Directors. The Association shall, upon receipt of additional nominations notify those entitled to notice of the annual meeting of such additional nominations.

### **6.03      NOMINATIONS AT MEETING.**

If a nominee cannot stand for election at the time of the annual meeting, the nomination of a replacement for the declining nominee may be made from the floor of the meeting by any two Full Members.

## **Section 7 OFFICERS AND EMPLOYEES OF THE ASSOCIATION**

### **7.01 OFFICERS.**

- (a) The officers of the Association shall be the Chair of the Board, a Vice-Chair of Membership and Regional Development, a Vice-Chair of Player Development, a Vice-Chair of Marketing and Communications, a Vice-Chair of Finance and Administration and such other officers as the Board of Directors may from time to time determine. The officers shall be elected at the annual meeting, provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected. The election of a person as an officer of the Association shall also constitute an election of that person as a Director.
- (b) Officers are subject to the following restrictions:
- i. no officer shall serve for more than a maximum of six consecutive years as a Vice-Chair nor for more than a maximum of four consecutive years as Chair of the Board;
  - ii. in the absence of the Chair of the Board, the chair will be taken by one of the Vice-Chairs who shall be nominated by the Chair of the Board and failing such nomination the meeting shall elect the chair;
  - iii. the Vice-Chairs shall have no order of priority should any of them be considered for the position of Chair of the Board;
  - iv. former officers become eligible for re-election after an absence of one year;
  - v. no officer of the Association may hold the position of chair of a region or a position of Director on another Provincial or National Tennis Association.

### **7.02 VACANCIES.**

If one of the offices of the Association becomes vacant, however caused, such vacancy shall be filled by the Board of Directors at a meeting duly called for that purpose.

### **7.03 CHAIR OF THE BOARD.**

The Chair of the Board shall, when present, preside at all meetings of members of the Association and of the Board of Directors, shall appoint all committees not otherwise provided for in this by-law, and shall be charged with the general supervision of the business and affairs of the Board of Directors. The Chair of the Board shall be an ex-officio member of all committees.

### **7.04 VICE-CHAIRS.**

A Vice-Chair shall perform such duties and exercise such powers as noted in section 8.02 of the by-law or as the Chair of the Board may from time to time delegate to him/her or the Board of Directors may prescribe. During the absence or inability of the Chair of the Board his/her duties may be performed and these powers may be exercised by one of the Vice-Chairs, as determined by the Board of Directors. If a Vice-Chair exercises any duties or powers of the Chair of the Board, the absence or inability of the Chair of the Board shall be presumed with reference thereto.

### **7.05 VICE-CHAIR FINANCE and ADMINISTRATION.**

The Vice-Chair Finance and Administration shall oversee all financial operations of the Association; shall ensure that full and accurate books of accounts are kept; shall present a budget and financial statements to the Board of Directors as required from time to time; shall ensure the audit of the books by an auditor appointed at the last Association Annual General Meeting; shall chair the Executive Committee as noted in section 8.01; and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

### **7.06 EMPLOYEES OF THE ASSOCIATION.**

The Board of Directors shall appoint, as a full time employee of the Association, a President, who shall be charged with the general supervision of the business and affairs of the Association and is responsible for



***December 4, 2020***

the day-to-day operation of the organization. The hiring of any other full time or part-time employee, and the description of duties of such employee shall be the responsibility of the President. The President shall be the Chief Executive Officer of the Association. The Board of Directors may also appoint agents or attorneys for the Association in or out of Ontario with such power as may be deemed advisable.

## **Section 8 COMMITTEES**

### **8.01 STANDING COMMITTEES.**

The Association shall have, in addition to any other committees the Chair of the Board shall from time to time appoint, the following standing committees:

- (a) Regional Council - as defined under Section 9.07
- (b) Player Development – sets policy for the Competitive structure (eg: ranking issues, player selection criteria).
- (c) Executive Committee - to support the development of sound business policies and procedures for the Association and ensure that resources are allocated to operations in a manner consistent with the Strategic Plan of the organization.

### **8.02 STANDING COMMITTEE CHAIRS.**

Each standing committee shall be chaired by a Vice-Chair who is charged with the general supervision of the business and affairs of that committee and is accountable to the Board of Directors for achieving the Strategic Plan goal, objective and targets associated with that committee.

### **8.03 APPOINTMENT OF STANDING COMMITTEE MEMBERS.**

The membership of each of the Standing Committees shall be determined as follows:

- (a) Regional Council – as defined in Section 9.07.
- (b) Player Development Committee - the chair and staff will identify individuals with expertise in specific areas of operation for the committee. Meetings of the Player Development Committee shall be held at least two times in each year and at such times as the chair or any three committee members may determine. The Board of Directors shall approve all appointments to this committee.
- (c) Executive Committee - shall consist of the Chair of the Board, the four Vice-Chairs, Past Chair and the President. Meetings of the Executive Committee shall be held at least four times in each year and at such times as the chair or any three committee members may determine.

### **8.04 CALLING OF MEETINGS.**

Notice of every meeting so called shall be given to each committee member not less than seven days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all committee members are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meetings. Minutes will be recorded for approval by the Committee.

### **8.05 OTHER COMMITTEES.**

- (a) In order to assist in the support of the Association's operations, goals and strategies, the Executive Committee is empowered to appoint any other Committee as determined by it from time to time. By way of example only and without limitation, such Committees may be appointed with responsibility for Fund Raising, Communications, Volunteer Recognition and Facility Development,.
- (b) The Executive Committee will determine the Committee's Terms of Reference, including mandate, authority and duration.
- (c) The Executive Committee may appoint a Committee Chairperson and require him/her to report to either the Executive Committee or the Board itself. The Executive Committee may also require that any such Committee submit a budget and operating plan to the Executive Committee or the Board for approval before incurring material costs or expenses.

## **Section 9 REGIONS AND REGIONAL COMMITTEES**

### **9.01 REGIONS.**

To promote the development of tennis throughout the Province, the Board of Directors may, at its discretion, or upon the application of a group of Full Members, create a region or change the boundaries of existing Regions and give such newly created region a distinctive name. The role of a region is to provide regional programming to its Members and to assist the Association in the provision of provincial activities in the region and thereby promote the objectives of the Association.

### **9.02 ACTIVE/INACTIVE REGIONS.**

- (a) Regional Chairs of Active regions shall report annually to the Board of Directors on their region's finances, operations, activities and initiatives.
- (b) A current Active region may be designated "Inactive" by the Board of Directors if in their determination, the region is not fulfilling its obligations as outlined in these bylaws or in any policies and procedures established by the Board of Directors. Examples of this are but not limited to the following: regional chair or regional committee violating code of conduct as outlined in Association policies, regional committee not providing regional programming to its Members or failing to carry out and report on regional business in accordance with these bylaws or applicable policies and procedures established by the Board of Directors.
- (c) Inactive regions shall not be entitled to have representation at the Board level and any Regional Chair shall cease to be a director immediately upon the effective date of the Board of Directors resolution designating the region as Inactive. Inactive regions shall remain entitled to regional programming and support by the Association administered directly by it.
- (d) Inactive regions seeking to be designated or re-designated as "Active", must first file a request with the Regional Council outlining their intentions and plans and an operating budget for the region, proposed committee structure and preliminary Full Member support, at least twenty (20) days prior to a proposed election date for its regional committee members. These regions shall demonstrate, to the satisfaction of the Regional Council, effective engagement and support in their regions, a reasonable operating plan and budget as well as an understanding of these bylaws and any other policies and procedures applicable to regions, before "Active" status will be granted.

### **9.03 CHANGE OF REGION.**

Upon the application of a Full Member or an Associate Member, the Board of Directors may designate such applicant as being within a region other than the region in which the applicant is located.

### **9.04 ESTABLISHMENT OF REGIONAL COMMITTEES.**

- (a) The Full Members located in each region shall establish a Regional Committee for the region to promote and develop tennis, to assist the Association in fulfilling its objectives and to ensure the greatest possible participation of all Full Members, Associate Members and Individual Members in activities of the Association.
- (b) Meetings of the Regional Committee, other than the regional AGM, shall be held at least two times in each year and at such times as the chair or any other committee members may determine.

### **9.05 AUTONOMOUS REGIONS.**

The Board of Directors may at its discretion and upon such terms and conditions as it may from time to time deem necessary create autonomous regions. The Board of Directors shall have the power to designate if necessary a representative body to administer the affairs of such region and may authorize such region to be described by a specific name or title other than its geographical description as set out in section 9.01.

An Autonomous region is an Active region that has its own constitution and bylaws and operates as a self-governing body.

**9.06 ELECTION OF REGIONAL COMMITTEES (NON-AUTONOMOUS REGIONS).**

- (a) Before the end of each calendar year the Full Members in each active region shall elect at its Annual General Meeting from among the Individual Members of such Full Members a committee comprised of at least two individuals, one of whom shall be the Regional Chair.
- (b) The President shall be notified of the Annual General Meeting. Notice of the time and place of each such meeting shall be given not less than thirty (30) days and not more than sixty five (65) days before the date on which the meeting is to be held. Notice of such meeting shall state the general nature of the business which is to be transacted.
- (c) All nominations for the offices of Regional Chair or other committee members may be made by two Full Members provided such nominations are filed with the region at least twenty (20) days prior to the annual meeting. The region shall, upon receipt of these nominations notify those entitled to notice of the annual meeting of such nominations.
- (d) The outgoing Regional Committee shall report the results of such elections to the Association within thirty (30) days after the election.
- (e) The above requirements can be changed, superseded or enhanced for all or any specific region(s) by resolution of the Board of Directors through the use of board policies and procedures or in a specific instance to address particular concerns.

**9.07 ESTABLISHMENT OF REGIONAL COUNCIL.**

- (a) The Association shall establish a Regional Council Committee, to provide a structure of programs and services which will broaden participation in organized tennis throughout Ontario and strengthen the club and regional structures.
- (b) This committee shall be chaired by the Vice-Chair of Membership and Regional Development.
- (c) Each Regional Committee shall appoint one member, as a representative of that region, to serve on the Regional Council.
- (d) Meetings of the Regional Council shall be held at least two times in each year and at such times as the chair or any other committee members may determine.

**9.08 CALLING OF MEETINGS.**

Notice of every meeting so called shall be given to each committee member not less than seven days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all committee members are present or participate or if those absent have waived notice of or otherwise signified their consent to the holding of such meetings. Minutes will be recorded for approval by the Committee.

**9.09 TERM OF OFFICE.**

Each Regional Committee Chair elected at a Regional Annual General Meeting as outlined in section 9.06 shall be elected by acclamation a Director of the Association at the next Association General Meeting. Upon election as Regional Committee Chair but prior to the next Association General Meeting, such newly-elected Regional Chair shall be entitled to attend all Association Board of Directors' meetings but shall not be entitled to vote.

**9.10 PROCEDURE (NON-AUTONOMOUS REGIONS).**

- (a) At all meetings of regions a Full Member is entitled to one vote. Associate Members and Individual Members have no right to vote at meetings of regions.
- (b) At all meetings of the region every question shall be decided by a show of hands. Upon a show of hands the qualified representative of every Full Member present shall have one vote.
- (c) A Full Member may by means of a proxy appoint an individual who need not be an Individual Member to attend and act at the meeting on behalf of the Full Member. The President or, failing him/her, the Vice-President or, failing him/her the holder of a proper proxy of a Full Member shall be the qualified representative of such Full Member at any meeting of regions. A proxy shall be signed on behalf of the Full Member by its President or secretary, shall be in such form as the chair of the meeting may accept as sufficient and shall be deposited with the chair before any vote is passed under its authority.
- (d) The quorum for regional meetings is 25% of the number of Full Members in each particular region.

- (e) In all other respects the provisions of these by-laws shall apply with such changes deemed to have been made thereto as are appropriate and necessary in the context of such regional meetings and proceedings which are not designated as Autonomous.

## **Section 10    *DISCIPLINARY ACTION***

### **10.01    *DISCIPLINARY PROCEDURES FOR COMPETITIONS.***

In keeping with the value of fair play, the Association shall adopt disciplinary procedures for competitions, which will be outlined through policies and procedures approved by the Board of Directors.

## **Section 11    *RULES OF COMPETITION***

### **11.01    *RULES OF COMPETITION.***

The Association shall follow the adopted rules of the game as published by Tennis Canada in "The Rules of The Court." Any modifications to these rules for specific competitions will be amended through policies and procedures that will be approved by the Board of Directors.

## **Section 12    *RANKINGS***

### **12.01    *RANKINGS.***

Where a reasonable number of sanctioned events are played in a specific age group, the Association shall provide Provincial Rankings for registered tournament players to aid in the execution of competitions.

Any rules for rankings will be made available for all registered competitive players in policies and procedures approved by the Board of Directors.

## **Section 13 NOTICES**

### **13.01 METHOD OF GIVING.**

Any notice, communication or other document to be given by the Association to a Member, Director, Officer, or auditor of the Association under any provision of the letters patent or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his/her last address as shown on the records of the Association, or if mailed by prepaid post in a sealed envelope addressed to him/her at his/her last address shown on the records of the Association or if sent by electronic means. Such notices, communications or other documents shall be delivered, mailed, or sent by electronic means to the Chair of the Board or chief executive officers of Full Members or Associate Members unless otherwise directed by such Members. The President may change the address on the records of the Association of any Member in accordance with any information believed by him/her to be reliable. A notice, communication or document so delivered shall be deemed to have given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by electronic means shall be deemed to have been given when dispatched.

Any notice, communication or other document to be given to the Association shall be sufficiently given if delivered, mailed, or sent by electronic means as provided in this section to the Head Office of the Association.

### **13.02 COMPUTATION OF TIME.**

In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall, unless otherwise provided, be included.

### **13.03 OMISSIONS AND ERRORS.**

The accidental omission to give any notice to any Member, Director, Officer or auditor, or the non-receipt of any notice by any Member, Director, Officer, or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### **13.04 ENACTMENT OF AND AMENDMENT TO BY-LAWS.**

A by-law and a repeal, amendment or re-enactment thereof shall not be effective until it is passed by the Board of Directors at a meeting of the Board of Directors duly called for that purpose and confirmed, with or without variation, by at least two thirds of the votes cast at a general meeting of Members duly called for that purpose.

**ENACTED this 4<sup>th</sup> Day of December, 2020**

**WITNESS the corporate seal of the Association.**

**(Corporate Seal)**

**Chair of the Board  
Rob Nicholls**

**President & CEO  
James Boyce**