

HOWARD PARK TENNIS CLUB

(The "Corporation")

BY-LAW February 2021

respecting the transaction of the business and affairs of the Corporation.

CONTENTS

1. INTERPRETATION
 - 1.1 Gender and Number
 - 1.2 Table of Contents and Headings
 - 1.3 Definitions

2. BUSINESS OF THE CORPORATION
 - 2.1 Head Office
 - 2.2 Corporate Seal
 - 2.3 Fiscal Year
 - 2.4 Execution of Instruments
 - 2.5 Banking and Securities
 - 2.6 Books and Records
 - 2.7 Accountant
 - 2.8 Rules and Regulations
 - 2.9 Rules of Order at Meetings
 - 2.10 Amendment of By-laws
 - 2.11 Annual Permit

3. MEMBERSHIP
 - 3.1 Admission
 - 3.2 Categories
 - 3.3 Voting Rights
 - 3.4 Annual Dues and Fees
 - 3.5 Special Levy
 - 3.6 Withdrawal
 - 3.7 Termination
 - 3.8 Membership Not Transferable
 - 3.9 Information Available to Members

4. MEETINGS OF MEMBERS
 - 4.1 Annual meetings

- 4.2 Special meetings
- 4.3 Notice
- 4.4 Omission of Notice
- 4.5 Voting
- 4.6 Quorum
- 4.7 Business at Annual meetings
- 4.8 Written Resolutions and By-laws

5. BOARD OF DIRECTORS

- 5.1 Size of Board
- 5.2 Qualifications
- 5.3 Election and Term of Subsequent Directors
- 5.4 Vacation of and Resignation from Office
- 5.5 Filling of Vacancies
- 5.6 Remuneration
- 5.7 Appointment and Remuneration of Agents and Employees
- 5.8 Powers

6. MEETING OF BOARD OF DIRECTORS

- 6.1 Place, Frequency and Mode
- 6.2 Notice
- 6.3 Omission of Notice
- 6.4 Voting
- 6.5 Quorum
- 6.6 Conflict of Interest
- 6.7 Written Resolutions and By-laws

7. COMMITTEES

- 7.1 Appointment of Committees
- 7.2 Executive Committee - Size and Powers
- 7.3 Remuneration
- 7.4 Meetings of Executive Committee
- 7.5 Other Committees

8. OFFICERS

- 8.1 Election and Appointment
- 8.2 Term of Office
- 8.3 Qualifications and Removal
- 8.4 Remuneration

- 8.5 President
 - 8.6 Vice-President
 - 8.7 Treasurer
 - 8.8 Secretary
 - 8.9 Other Officers
 - 8.10 Filling of Vacancies
9. PROTECTION OF DIRECTORS AND OFFICERS
- 9.1 Limitation of Liability
 - 9.2 Indemnity
 - 9.3 Insurance
10. NOTICES
- 10.1 Manner of and Addresses for Service
 - 10.2 Computation of Time
11. DISTRIBUTION OF ASSETS ON DISSOLUTION
- 11.1 Dissolution

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Gender and Number

This by-law shall be read with all changes in number or gender as required by the context.

1.2 Table of Contents and Headings

The table of contents and headings in this by-law are for convenience only and shall not affect its interpretation.

1.3 Definitions

In this by-law,

- "Act" means the Corporation Act R.S.O 1990c. C.38 as amended from time to time or any act that may substituted for it;
- "Board" means the Board of Directors of the Corporation;
- "Corporation" means the corporation without share capital incorporated under the laws of the Province of Ontario under the name Howard Park Tennis Club.

- "Member" means person in good standing having paid dues and fees
- "Annual Financial Statement" means review engagement report by independent Accountant normally including income statement, balance sheet, and statement of change of financial position.

2. BUSINESS OF THE CORPORATION

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be located within the place designated in the letters patent.

2.2 Corporate Seal

The seal of the Corporation shall be in the form impressed hereon, and may be changed only by by-law, and retained at the head office.

2.3 Fiscal Year

The fiscal year of the Corporation shall end on October 31st unless otherwise determined by resolution of the Board.

2.4 Execution of Instruments

All contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by two (2) Directors and shall be binding on The Corporation without any further formality. The Board may by resolution appoint an officer to sign a specific contract, document or instrument in writing on behalf of the Corporation. When required, the seal of the Corporation may be affixed to a contract, document or instrument in writing signed as authorized herein or by any officer or officers appointed by resolution of the Board.

2.5 Banking and Securities

The Board may by resolution appoint one or more banks or trust companies for the Corporation and open such accounts as the Board considers advisable. The Board may by resolution give the Corporation's power of attorney to a registered dealer in securities for the purpose of transferring stocks, bonds, and other securities owned by the Corporation. All monies, securities and other valuable effects of the Corporation shall be deposited in the name and to the credit of the Corporation in such banks or trust companies, or in the case of securities, in such registered dealers in securities as may be designated by the Board.

2.6 Books and Records

The Board shall ensure that the Corporation regularly and properly maintains at the Corporation's head office all the books and records required by its by-laws or by any applicable statute or law, which include proper books of account and accounting records, the minutes of all meetings of Membership, Board of Directors, and Committees, copies of letters patent,

supplementary letters patent, by-laws and special resolutions of the Corporation and registers of its members and Directors.

2.7 Accountant

After each Annual meeting, the Board shall appoint an Accountant of the Corporation to report to the Members at the next Annual meeting. The Accountant shall be contracted until the next Annual meeting, provided that the Board may fill any vacancy between Annual meetings in the contracting of an Accountant. If authorized by Members at the Annual meeting of Members, the remuneration of the Accountant may be fixed by the Board.

The Accountant shall not be a Director of the Corporation, or in any way associated with any Director, officer or employee, unless the Members have consented to the appointment of such an Accountant.

2.8 Rules and Regulations

The Board may by resolution prescribe rules and regulations consistent with the by-laws relating to the management of the Corporation, provided that such rules and regulations have effect only until confirmed by the majority of Members present at the next meeting of Members, and if not so confirmed, such rules and regulations from that time cease to be effective.

The rules and regulations shall be published and posted and/ or mailed from time to time with the authority of the Board for the Members to see and shall be in effect at all times.

The Membership shall abide by the rules and regulations, and failure to do so may result in suspension, posting of offender(s) name(s), and/ or such other measures as deemed appropriate by the Board.

2.9 Rules of Order at Meetings

Any question of procedure at a meeting of the Corporation, Board, or other Committees, which has not been addressed in this by-law, or in the Act, shall be determined by the chair of the meeting in question in accordance with a procedural text of his or her choice, or "Robert's Rules of Order."

2.10 Amendment of By-laws

The by-laws of the Corporation may be repealed or amended by resolution of the Board if confirmed by two-thirds (2/3) of the votes cast at an annual or Special meeting of the Members duly called to consider such repeal or amendment.

2.11 Annual Permit

The Corporation shall apply or by any other term established by the City of Toronto for the renewal of its permit to operate a tennis club utilizing the tennis courts and facilities, and shall keep such record and submit the same as is required for the permit by the City of Toronto.

3. MEMBERSHIP

3.1 Admission

Membership in the Corporation shall be limited to persons interested in furthering its objects and shall not be refused on the grounds of race, creed, colour, national origin, political or religious affiliation, sex orientation, age, marital status, family relationship or disability.

A Member shall be considered "in good standing" if he or she is not in arrears of fees, nor has acted against following the objects of the Corporation, nor has been suspended nor otherwise sanctioned for violation of the Corporation's by-laws, rules and regulations, nor has acted against the general interest of the Corporation resulting in suspension. Lawful exercise of civil rights shall not be construed as action against the general interest of the Corporation.

Priority for membership in the Corporation shall be given to City residents. The Corporation shall maintain a waiting list for City residents only which would be available for public inspection on reasonable notice and shall be forwarded to the Department of Parks and Recreation. The Corporation shall maintain a separate waiting list of non-City residents which could be utilized at such time as the resident waiting list is exhausted and the membership is below the historical level.

The membership quota is set at six hundred and fifty (650) persons, plus or minus five percent (5%), and may only be revised by a majority of the votes cast at an Annual or Special meeting of the Members duly called to consider such repeal or amendment, subject to any requirements set by the Corporation of the City of Toronto.

The previous year's Members shall be given preference in accepting membership applications, and shall renew their membership by a date selected by the Board after proper notice to the Members. Any member failing to renew his or her membership by the due date shall lose his or her preference.

3.2 Categories

All persons who, as of the date this by-law comes into force, are Members of the Corporation in good standing will automatically become voting Members upon the coming into force of this by-law.

- 3.2.1 There may be up to five (5) categories of Members: Basic, Junior, Senior, Family and Honorary.
- 3.2.2 Basic Members shall be comprised of persons aged nineteen (19) through fifty-nine (59) years of age.
- 3.2.3 Senior Members shall be comprised of persons who have reached the age of 60 years before January 1st of the calendar year in which the membership year commences.
- 3.2.4 Junior Members shall be comprised of persons aged five (5) through eighteen (18) years of age as prior to January 1st of the calendar year in which the membership commences, although such persons may apply to be Basic members and may be granted as Basic Members.

3.2.5 Family Members shall be comprised of two (2) adults and their children of five (5) years of age through eighteen (18) years of age prior to January 1st of the calendar year in which the membership year commences.

3.2.6 Honorary Members shall be persons elected by vote of the Board in recognition of distinguished services, shall have all the privileges of a Member and shall not be required to pay a membership fee emeritus.

3.2.6.a A player maintaining a current National Ranking shall be an Honorary Member during that year of ranking.

3.2.6.b A certified level 2 and higher Tennis Canada Coach shall be an Honorary Member during their year of tenure as Tennis Professional.

3.3 Voting Rights

Each member has one (1) vote on all questions at meetings of Members of the Corporation except a member who is employed by the Corporation for the duration of his or her employment. Junior Members are not eligible to vote.

3.4 Annual Dues and Fees

All dues and fees shall be established by resolution of the Board based on the current fiscal year budget and form part of the rules and regulations. There shall be a half season Basic Members fee effective at a date selected by the Board. All membership fees shall be current for the year terminating on April first of the following year unless renewed or otherwise terminated.

There shall be administration fees for new members.

The membership fee for any coming season shall not be increased by more than twenty percent (20%) per year by other than two-thirds (2/3) of the votes cast at an Annual or Special meeting of the Members duly called to consider such repeal.

Membership fees are subject to an over-riding two-thirds (2/3) majority of the votes cast at a Special meeting of the Members duly called to consider such repeal or amendment prior to June first of the year in question, after which time no reduction can be ordered.

3.5 Special Levy

Any special fund-raising for projects approved by the Members shall be in the form of a non-recurring special levy established for that purpose erasable when the objective has been met.

A special levy shall be established by resolution of the Board but shall not take effect unless and until such resolution has approval by majority vote of the Members at an Annual or Special meeting of the Members.

3.6 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the chair of the Membership Committee. Upon withdrawal, a member is not entitled to a refund of any membership fee, in whole or in part.

Credits payable upon presentation of medical certification by a due date selected by the Board shall be credited or refunded by resolution of the Board.

3.7 Termination

A member may be required to resign for cause by a majority vote of the Board, provided that the Member is granted an opportunity to be heard at a meeting of the Board. Upon termination, a Member is not entitled to a refund of the membership fee, in whole or in part.

3.8 Membership Not Transferable

Unless the letters patent or supplementary letters patent otherwise provide, the interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

3.9 Information Available to Members

No member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation to communicate to the public.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings

The Annual meeting of Members shall be held in person at the head office of the Corporation or at any place in Ontario and at such time as determined by resolution of the Board, or by electronic means that permit those in attendance to participate in the meeting, or by a combination thereof. The Annual meeting shall be held between April 1st and October 31st.

4.2 Special Meetings

Meetings of Members other than the Annual meeting ("Special Meetings") may be convened by the Board or the President at any place and time (in person, or by electronic means that permit those in attendance to participate in the meeting, or by a combination thereof).

The Board shall call a Special meeting of Members on written requisition of the Members holding not less than ten percent (10%) of the voting rights ("Petition") with names and membership numbers of petitioners within 30 days of date of delivery of the petition.

4.3 Notice

Written notice of an Annual or Special meeting shall be mailed to each and every Member in not less than ten (10) days but not more than thirty (30) days prior to the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit each member to form a reasoned judgement on the decision to be taken.

4.4 Omission of Notice

No error or omission in giving notice of a meeting of members of the Corporation shall invalidate resolutions passed or proceedings taken at the meeting. Any Member entitled to notice may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meetings.

4.5 Voting

At all Annual or Special meetings, questions shall be determined by a majority of votes cast by Members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes cast at any meeting, the question will remain undecided. Proxy votes shall not be valid at any meetings.

Any question at an Annual or Special meeting of Members shall be decided by a show of hands unless, after a show of hands, a written ballot on the question is required or demanded by at least three (3) voting members.

Whenever a vote by show of hands has been taken upon a question, unless a written ballot on the question is 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 any entry to that effect in the minutes of 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 members upon the question.

A demand for a written ballot may be withdrawn at any time prior to the vote.

Alternatively, voting may be performed by electronic means that permit those in attendance to participate in the meeting and vote.

4.6 Quorum

Thirty-five (35) Members present in person or by electronic means that permit those in attendance to participate in the meeting constitutes a quorum of the Members for the transaction of business by the Members.

4.7 Business at Annual meetings

At each Annual meeting, in addition to the other business transacted, the following shall be presented to, and received by, the Members:

- (a) Note of Meeting called to Order as soon as a quorum is present;
- (b) Reading of the Minutes of the previous Annual or Special meeting;
- (c) Business arising from the Minutes;
- (d) Reports of the Board and officers;
- (e) Financial statements made up of

- (i) a statement of profit and loss for each period;
- (ii) a statement of surplus for each period; and
- (iii) a balance sheet as at the end of each period;
- (f) Review engagement report of the Accountant;
- (g) Correspondence;
- (h) New Business;
- (i) Authorize Board to fix the Accountant's remuneration;
- (j) Nominations and Elections; and
- (k) Adjournment.

5. BOARD OF DIRECTORS

5.1 Size of Board

The Corporation may increase or decrease the size of the Board by special resolution (i.e., a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at an Annual or Special meeting of the Members duly called for that purpose).

Notice of the special resolution shall be filed with the Minister of Consumer and Commercial Relations, Ontario, and published in The Ontario Gazette by the Corporation within fourteen (14) days after the resolution has been confirmed by the Members.

The management of the Corporation shall be vested in a Board of Directors which shall consist of nine (9) persons. The immediate Past President shall be a member ex officio of the Board and shall be invited to attend all meetings thereof, and shall be conferred a right to vote. If the immediate Past President is serving as a Director within the term he or she was elected, he or she shall continue to exercise all the powers and privileges of a Director including the right to vote as a Director.

5.2 Qualifications

A Director on the Board must not be less than eighteen (18) years of age, must be an individual, must have power under law to contract, and must be a Member in good standing.

5.3 Election and Term of Directors

In accordance with the letters patent and supplementary letters patent of the Corporation, the Members shall elect Directors to the Board at each Annual meeting for a term of one (1) year. All Directors then in office shall retire but if qualified, shall be eligible for re-election. The Directors shall assume their responsibilities immediately upon election.

The process of nomination to the Board of Directors shall form part of the rules and regulations.

5.4 Vacation of and Resignation from Office

The office of a Director shall be vacated in the following circumstances:

- (a) if the Director is found by a court to be of unsound mind;
- (b) if the Director becomes bankrupt, suspends payment or compounds with creditors;
- (c) if the Director's actions are found by the Board to be inconsistent with the objectives of the Corporation and/ or the directives of the Board;
- (d) if the Director no longer satisfies the qualifications to be a Director;
- (e) if at any meeting, a resolution is passed by two-thirds (2/3) of the votes cast by the Members present that the Director be removed from office, provided that notice specifying the intention to pass such resolution has been given to the Members and to the Director(s) in question;
- (f) if the Director submits his or her resignation in writing to the Secretary of the Corporation, which resignation is effective upon receipt or upon its terms if so stated;
- (g) if the Director fails to attend three (3) consecutive meetings of the Board for which he or she has received notice without excuse satisfactory to the Board; and
- (h) if the Director dies.

5.5 Filling of Vacancies

As long as there is a quorum of the Board in office, any vacancy occurring in the Board may be filled by the Directors then in office for the remainder of the term or until the next Annual or Special meeting whichever comes first. The remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Whenever there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a Special meeting of Members to fill the vacancies, and, in default or if there are no Directors then in office, the Special meeting may be called by any Member.

5.6 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that Directors receive a free membership for the duration of their term on the Board and may be paid reasonable expenses incurred by them in the performance of their duties.

A Director serving the Corporation as an officer or in another capacity shall not receive compensation for such service.

5.7 Appointment and Remuneration of Agents and Employees

The Board may engage agents and employees and these persons shall have their authority and perform the duties as the Board may by resolution prescribe at the time of their engagement. The remuneration of agents and employees shall be fixed by resolution of the Board.

Application for employment shall not be refused on the grounds of race, creed, colour, national origin, political or religious affiliation, sex, sexual orientation, age, marital status, family relationship or disability.

5.8 Powers

The Board shall administer the business and affairs of the Corporation and may exercise all of its powers.

The Powers of the Board shall be to:

- (a) appoint such officers and committees as it may deem desirable and to prescribe their duties;
- (b) authorize expenditures on behalf of the Corporation:

Where in the case of ordinary expenditures which have not been budgeted specifically in detail nor specifically approved by the vote of the Members, the Board may commit the Corporation to single expenditures or liability up to and including one thousand dollars (\$1,000.00); the Board may not commit the Corporation to single expenditures or liability in excess of one thousand dollars (\$1,000.00) without a majority of the votes cast at an Annual or Special meeting of the Members. Such majority vote shall constitute complete and proper authority for expenditures or liability in excess of one thousand dollars (\$1,000.00), and

Where in the case of extraordinary expenditures or liability, between one thousand dollars (\$1,000.00) and two thousand dollars (\$2,000.00) may be authorized by resolution of the Board without advance approval by the Members. Notification of such expenditure must be given to the Members at the next Annual or Special meeting; extraordinary expenditures or liability in excess of two thousand dollars (\$2,000.00) shall not be undertaken without advance approval by the Members at an Annual or Special meeting;

- (c) make and execute controls in the name of the Corporation or authorize its Directors, Officers and/ or Committees so to do;
- (d) prescribe rules and regulations and to enforce the observance thereof;
- (e) employ and pay salaries to employees; and
- (f) solicit or accept gifts on behalf of the Corporation for the purpose of furthering the objects of the Corporation.

6. MEETINGS OF BOARD OF DIRECTORS

6.1 Place, Frequency and Mode

Meetings of the Board shall be held at the head office of the Corporation or at any place in Ontario or by electronic means as the President or Vice President determines. There shall be at least one (1) meeting of the Board each quarter. No business of the Corporation may be transacted by the Board except at a meeting of Directors at which a quorum of the Board is present.

The President, or in his absence, the Vice President, may call a meeting of the Board at any time. A majority of the Directors shall have the right to call at any time a meeting of the Board by request transmitted in writing or by electronic means to the Secretary.

6.2 Notice

Notice of each meeting of the Board may be communicated in writing, or orally, or by electronic means to each and every Director. If notice is given by mail, it shall be sent at least ten (10) days prior to the meeting and if given other than by mail, it shall be sent at least forty-eight (48) hours prior to the meeting.

6.3 Omission of Notice

No error or omission in giving notice of a meeting of the Board shall invalidate resolutions passed or proceedings taken at it. Any Director may at any time waive notice of any meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at any meeting.

6.4 Voting

Each Director has one (1) vote on all questions at meetings of the Board. A Director may vote by proxy by communicating his or her views in writing or by electronic means to the chair of the Board prior to the meeting. Questions arising at a meeting of the Board shall be decided by a majority of votes cast by Directors present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes at any meeting, the question shall remain undecided.

6.5 Quorum

Unless otherwise provided, a majority of the Board constitutes a quorum of Directors for the transaction of business by the Board, but, pursuant to the Act, in no case may a quorum be less than two-fifths (2/5) of the Board. When the Board consists of nine (9) Directors, the quorum shall be five (5) Directors.

6.6 Conflict of Interest

Where a Director has in any way, directly or indirectly, an interest in a proposed or existing contract or transaction with the Corporation, the Director shall declare his or her interest at a meeting of the Board before the Board considers the matter, and the Director shall withdraw

from that part of the meeting during which the matter is considered and shall refrain from voting, or influencing or attempting to influence in any way the voting on the matter.

Where the interest of a Director has not been declared by reason of his or her absence from the meeting, that Director shall declare his or her interest at the next Board meeting he or she attends.

A Director must disclose upon request of a Member at an Annual or Special meeting of the Members any benefit and/ or interest received from any person or organization with whom the Corporation has had any contractual arrangement within the past twelve (12) months.

7. COMMITTEES

7.1 Appointment of Committees

The Board may by resolution appoint committees to assist it in administering the business and affairs of the Corporation. These committees may be dissolved, and the members of these committees shall hold their offices, at the pleasure of the Board.

At its first meeting following the Annual meeting of Members, the Board shall appoint from amongst themselves a chair for each of the following committees to the extent practicable:

- (a) Membership Committee;
- (b) Marketing and Communications Committee;
- (c) Social and Events Committee;
- (d) Tennis Program and Development Committee;
- (e) Facility and Operations Committee; and
- (f) Rules and Regulations Committee.

A Director shall not chair more than (2) committees. The Treasurer shall not chair a committee.

7.2 Committees - Size and Powers

The chair of a committee may appoint Members to the committee as the chair deems appropriate. The chair of a committee shall be responsible to the Board for the activities of the committee. The duties of a committee shall be to make recommendations to the Board and to execute and enforce recommendations approved by the Board.

A committee and any member thereof shall not:

- (a) make any contract in the name of or incur any liability or obligation on behalf of the Corporation; or
- (b) make any rule and regulation binding upon the Members of the Corporation unless the same shall have been first submitted to and approved by the Board.

The Board may delegate to a committee or a member of a committee any power of the Board, subject to such restriction as the Board may impose from time to time. Until otherwise

determined by the Board, the President or his or her delegate shall be a member ex officio of all committees.

7.3 Remuneration

The members of a committee shall serve as such without remuneration and no member of a committee shall directly or indirectly receive any profit from his or her position as such, provided that members of a committee may be paid reasonable expenses incurred by them in the performance of their duties.

A member of a committee serving the Corporation shall not receive compensation for such service.

7.4 Meetings of Committee

Meetings of a committee shall be held at the head office of the Corporation or at any place in Ontario or by electronic means as determined by the chair of the committee.

Notice of each meeting of a committee may be communicated in writing, or orally, or by electronic means to each and every member of a committee. If notice is given by mail, it shall be sent at least ten (10) days prior to the meeting and if given other than by mail, it shall be sent at least forty-eight (48) hours prior to the meeting.

No error or omission in giving notice of a meeting of a committee may invalidate resolutions passed or proceedings taken at it. Any member of a committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

In no case may a committee be less than three (3) Members for the transaction of business by the committee.

Each member of a committee has one (1) vote on all questions at meetings of the committee. A member of a Committee may vote by proxy. Questions arising at a meeting of a committee shall be decided by a majority of affirmative votes cast by committee members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes at any meeting, the questions shall remain undecided.

7.5 Other Committees

The Board may create and, from time to time, dissolve one or more other committees which may, but need not, include members of the Board. All committees, subject to Board approval, shall determine their own procedures by majority vote of committee members and shall keep complete and accurate minutes that shall be submitted to the Board.

These may be such ad hoc committees and for such purposes as the Board may determine from time to time by resolution. The existence of such ad hoc committees shall be terminated upon:

- (a) delivery of its report;
- (b) the completion of its assigned task; and / or

(c) resolution of the Board to that effect, which ever shall occur first.

8. OFFICERS

8.1 Election and Appointment

The officers of the Corporation are the President, Vice President, Secretary, and Treasurer and such other officers as the Board may determine. No more than two (2) offices shall be held by the same person. The Board shall elect a President then appoint all officers from among themselves at its first meeting following the Annual meeting of Members and it shall be the first order of business of the Board.

8.2 Term of Office

The officers of the Corporation shall hold office for one (1) year from the date of their election or until their successors are appointed or elected to replace them.

8.3 Qualifications and Removal

Officers must be Directors and Members of the Corporation. Officers hold their offices at the pleasure of the Board and shall cease to be officers if they are removed by resolution of the Board.

8.4 Remuneration

The officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his or her position as such, provided that officers may be paid reasonable expenses incurred by them in the performance of their duties.

8.5 President

The President, also being a Director on the Board, shall:

- (a) be the chief executive officer of the Corporation;
- (b) preside as chair at all meetings of the Board and all Annual or Special meetings of the Members;
- (c) have general management of the affairs of the Corporation;
- (d) see that all resolutions of the Board are carried into effect;
- (e) be a member ex officio of all committees appointed by the Board;
- (f) be represented in duties by the Vice President, in the President's absence;
- (g) represent the Corporation at Ontario Tennis Association meetings and events; and
- (h) perform such other duties as the Board may determine.

8.6 Vice President

The Vice President shall:

- (a) perform all duties of the President in the latter's absence;
- (b) assist the President in the administration of the Corporation; and
- (c) perform such other duties as the Board may determine.

8.7 Treasurer

The treasurer shall:

- (a) be the custodian of the funds and securities of the Corporation and of all books of account and accounting records of the Corporation required to be kept by the Act or otherwise by law;
- (b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation;
- (c) deposit all moneys, securities and other valuable effects to the credit of the Corporation in the Corporation's bank or, in the case of securities, in a registered dealer in securities designated by resolution of the Board;
- (d) disburse the funds of the Corporation, when directed by proper authority:
 - where authorization for payment of invoices shall require the written authorization on the invoice by the chair of the committee incurring the debt;
 - where authorization for reimbursement of expenses shall require a signed expense report by the Member incurring the expense as well as a written authorization by the chair of the committee incurring the debt;
 - where the signature of anyone of the Treasurer, President, or Vice President shall be sufficient authorization for disbursement of authorized debts up to and including one thousand dollars (\$1000.00); and
 - where the co-signature of the Treasurer and President, or in his or her absence the Vice President, shall be sufficient authorization for disbursement of authorized debts in excess of one thousand dollars (\$1000.00);
- (e) submit a financial report at meetings when requested by the Board, or at such other times as determined by the Board, indicating the financial position of the Corporation;
- (f) submit an annual financial report to the Board and the Corporation of the financial operations of the Corporation;
- (g) may not chair any committee;
- (h) ensure that all taxes, levies, government filings, and statutory with-holdings are remitted in a timely manner as required;

- (i) supervise the activities of the bookkeeper if and when it is appropriate to engage such services; and
- (j) perform such other duties as the Board may determine.

8.8 Secretary

The secretary shall:

- (a) give notice of all meetings of the Corporation and attend and act as a recording secretary at all meetings, recording all votes and minutes in the books kept for that purpose;
- (b) be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by resolution of the Board to do so and then only to those persons named in the resolution;
- (c) be custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and of all documents and records of the Board;
- (d) provide the Parks and Recreation Department of the City of Toronto, by the date required, the information required for the application for renewal of the annual permit;
- (e) collect and file annual reports from each Director of the Board, committee, chair, and officer;
- (f) receive, send out, and keep copies of all correspondence of the Corporation; and
- (g) perform such other duties as the Board may prescribe or as the President may direct.

8.9 Other Officers

The duties of the other officers of the Corporation shall be as determined by resolution of the Board.

8.10 Filling of Vacancies

The Board may by resolution fill a vacancy occurring between Annual meetings in the office of any officer.

9. PROTECTION OF DIRECTORS AND OFFICERS

9.1 Limitation of Liability

Subject to applicable law, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss damage or expense happening to the Corporation through the sufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom

any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default.

9.2 Indemnity

Every Director, officer or other person who has undertaken a liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects shall, with the consent of the Corporation given at a meeting of Members, be indemnified out of the funds of the Corporation against:

- (a) all losses which that Director, officer or other person suffers in proceedings that are brought against him or her or resulting from something done by him or her in the execution of his or her duties of office; and
- (b) all other losses which he or she suffers in relation to the affairs of the Corporation except such losses resulting from his or her own willful neglect or default.

9.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of any Director or officer of the Corporation against any liability incurred in that person's capacity as a Director or officer of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

10. NOTICES

10.1 Manner of and Addresses for Service

Any notice or other document required by the Act, letters patent, supplementary letters patent (if any) or by-laws of the Corporation to be sent to any Member, Director or officer or to the Accountant shall be deemed to have been duly received if delivered personally or transmitted by telex, facsimile or other electronic means, on the date of such person delivery or transmission, or if mailed, on the fifth (5th) business day after the mailing of the same in Ontario by prepaid post.

For the purpose of giving notice to a Member, Director or officer, the address for service is that person's last address recorded in the books of the Corporation. For service to the Accountant, the address for service is the Accountant's business address.

10.2 Computation of Time

In computing the time for giving notice, where a specified number of days' notice must be given, the day of giving the notice shall be excluded and the day for which notice is given shall be included.

11. DISTRIBUTION OF ASSETS ON DISSOLUTION

11.1 Dissolution

In the event of the dissolution of the Corporation, its assets shall be distributed in accordance with the provisions set out in the Corporation's supplementary letters patent.

Voluntary Dissolution shall be by consent of no less than two-thirds (2/3) of the votes cast at an Annual or Special meeting of the Members duly called to consider such. A City of Toronto official must be in attendance.

In the event of voluntary dissolution, dissolution of all assets of the Corporation shall be as follows: assets shall be turned over to the City of Toronto to be held in trust for a period of two (2) years pending re-establishment of a Corporation at that location.

In the event of involuntary dissolution, Members of the Corporation from the current and previous year shall decide upon the disposition of assets after all liabilities have been met. This decision shall be made at a Special meeting.

A City of Toronto official and a representative of the Parks and Recreation Department must be in attendance.