

PERTH TAY TENNIS CLUB INC.



CONSTITUTION AND BY-LAW NO. 96-1

A by-law relating generally to the transaction of the business and affairs of the Corporation.

1. NAME:

The name of the Corporation shall be:

PERTH TAY TENNIS CLUB

Hereinafter referred to as the "Corporation".

2. SEAL:

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

3. HEAD OFFICE:

The head office of the Corporation shall be in the Town of Perth, in the County of Lanark and Province of Ontario, or at such other location as approved by an extraordinary resolution at a meeting of the Members.

4. OBJECTIVES OF THE CORPORATION:

The objectives of the Corporation are to provide recreation for members of the community of the Town of Perth and surrounding municipalities, and to promote and develop the game of tennis at both junior and adult levels, and to respect and observe the rules and regulations of the Town of Perth in relation to the use and enjoyment of the Conlon Farm Recreation Complex.

5. MEMBERSHIP:

Members of the Corporation shall be any person without discrimination in relation to race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status, or disability.

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Membership may be subject to vaccination status according to policy set from time-to-time by the Board of Directors consistent with government laws and Ontario Human Rights rulings.

The Board of Directors shall from time-to-time set and approve: 1) categories for the purpose of determining annual fees such as adult, student, visitor, league participation levels and; 2) the annual fees in each category. The Board of Directors may set different fees for each category based on the member's municipality of residence.

6. TERMINATION OF MEMBERSHIP:

Termination of membership may take place by resignation coming from the member, by expiration of membership term or by dismissal from membership where, in the view of the Board of Directors, the activities of the Member violate the objectives of the Corporation or the activities of the Member are not in the best interest of the Corporation.

The Member shall be given at least fifteen (15) days prior notice of termination and shall be given an opportunity to be heard at least five (5) days before termination becomes effective.

7. BOARD OF DIRECTORS:

The affairs of the Corporation shall be managed by a board of not less than four and not more than ten Directors, each of whom at the time of their election or within ten days thereafter and throughout their term of office shall be a Member of the Corporation. Each Director shall be elected to hold office until the first annual meeting after they shall have been elected or until their successor shall have been duly elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by show of hands unless a ballot be demanded by a Member. The members of the Corporation may, by resolution passed by a majority of the votes cast at a general meeting, of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of their term. The Board may, by appointment, fill any vacancy in the Board of Directors that may arise from any cause, other than removal, from time to time between annual meetings, provided the total number of Directors so appointed between annual meetings may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting.

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An individual must provide written consent to being elected or appointed as a Director within 10 days of such event, except a Director being re-elected or re-appointed without a break in their term of office.

8. RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

The Board shall be responsible for at least the following:

- (a) control of all administration, policy and programs of the Corporation;
- (b) authority to make resolutions and regulations for the governance of the Corporation;
- (c) the acquisition and disposition of personal property owned by the Corporation as it deems necessary to carry out the purposes of the Corporation;
- (d) the management, control and use of the personal property of the Corporation;
- (e) the setting and administration of terms of employment and the hiring, management and dismissal of employees;
- (f) the appointment of legal counsel;
- (g) the appointment of Executive Officers.

9. MEETINGS OF THE BOARD OF DIRECTORS:

The Board shall meet at least three times during its term of office at the call of the President. The President shall cause notice to be given to all Directors of all meetings of the Board at least ten days in advance except in the case of an emergency meeting when at least twenty-four hours notice will be given. A quorum for a Board Meeting shall be not fewer than half of the members of the Board. The Directors on the Board shall serve as such without remuneration or profit, either directly or indirectly obtained. A Director may receive reimbursement for reasonable expenses incurred in the performance of Board duties, at the discretion of the Board of Directors. Questions arising at any meeting of the Directors shall be decided by a majority of votes by show of hand. In case of an equality of votes, the Chairperson, in addition to her or his original vote, shall have a second or casting vote. In the absence of the President his or her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

10. EXECUTIVE OFFICERS OF THE CORPORATION:

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The Executive Officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer, and such other special Executive Officers from the Board of Directors as may be determined from time to time by the Board of Directors, which may include, but not be restricted to, a Program Director, Junior Tournament Director, Tournament Director, Membership Director, Social Director, Grounds Director and Publicity Director. The President, Vice-President, Secretary and Treasurer shall be elected by the Board from amongst their members at the first meeting of the Board after the annual election of board members. All other Executive Officers of the Corporation shall be members of the Board of Directors. In lieu of a Secretary and a Treasurer, a Secretary-Treasurer (one person) may be elected by the Board.

11. DUTIES OF THE PRESIDENT AND VICE-PRESIDENT:

The President shall, when present, preside as Chairperson at all meetings of the members of the Corporation and the Board of Directors. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other Officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, should exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

12. DUTIES OF THE SECRETARY:

The Secretary shall be ex officio clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to Directors. They shall be the custodian of the seal of the Corporation and of all the books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which they shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors. It shall be the responsibility of the Secretary to maintain an up-to-date list of the names, ages, addresses, email addresses and telephone numbers of each member.

13. DUTIES OF THE TREASURER:

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The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

14. DUTIES OF OTHER OFFICERS:

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

15. PROTECTION OF MEMBERS OF THE BOARD OF DIRECTORS:

Every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and assigns, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of funds of the Corporation and such insurance policies as are deemed necessary from time to time by the Board of Directors, from and against all costs, charges and expenses whatsoever, which such Director, Officer and other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of the duties of their office or in respect of any such liability, except such costs, charges and expenses as are occasioned by their own fraudulent acts. No Director or Officer or other appointee for the time being of the Corporation shall be liable for the acts, receipts, neglects, defaults or fraudulent acts of any other Director or Officer or appointee or for joining in any receipt or act of conformity of, for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Corporation; any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited; or any other loss, damage or

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misfortune whatever which may happen in the execution or supposed execution of the duties of their respective office or trust or in relation thereto.

16. ANNUAL AND OTHER MEETINGS OF MEMBERS:

The annual and any other special general meetings of the members shall be held at such place and at such time as the Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the following business is required:

- a) confirmation of quorum,
- b) report of the Directors,
- c) presentation of the financial statement and the report of the auditors, if any,
- d) motion either to appoint auditors, request a review engagement or, by extraordinary resolution, to not have an audit or review engagement,
- e) the Board of Directors shall be elected for the ensuing year.

At least 10% of the Members may requisition the calling of a meeting of the members and the Directors must comply subject to standard exceptions.

The members may consider and transact any business either special or general without notice thereof at any meeting of the members. The Board of Directors or the President or the Vice-President shall have the power to call at any time a general meeting of the members of the Corporation. Notice of members' meetings, annual or general, shall be given to each member by sending the notice by and in local paper or by prepaid mail or by email message, ten days before the time fixed for the holding of such meeting.

The annual meeting notice shall include the notice that Members who request a copy of the financial statement documents shall be entitled to receive such documents at least five (5) business days before the annual meeting.

17. QUORUM OF MEMBERS:

A quorum for the transaction of business at any meeting of members shall consist of a minimum of ten (10) active Members present in person or by two-way electronic communications which allow everyone to hear everyone.

18. VOTING OF MEMBERS:

Each Member of the Corporation shall at all meetings of members be entitled to one vote and they may vote by proxy. Such proxy shall identify themselves to be a member and before such meeting shall produce and deposit with the Secretary

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sufficient appointment in writing from their nominee. No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues and fees, if any, then payable by them, and they are at least eighteen years of age. At all meetings of members general questions shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Special or extraordinary resolutions shall require a two-thirds majority. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and, unless the poll be demanded, by declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

19. EXECUTION OF DOCUMENTS:

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, the Vice-President or the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same. The President and the Secretary or the Vice-President and the Secretary may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfer of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any Company or Corporation.

Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution direct the

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manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

20. BOOKS AND RECORDS:

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

21. ERROR OR OMISSION IN NOTICE:

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, where annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the contact information of the Member, Director or Officer shall be Their last contact information recorded on the books of the Corporation.

22. FISCAL YEAR END:

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

23. BANKING AUTHORITY, CHEQUES AND FINANCIAL RESPONSIBILITY:

All cheques, bills and exchange of other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

24. AMMENDMENT

This By-law may be amended only by simple majority vote of the Members present at any duly constituted annual or general meeting of such members.

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Passed by the members and sealed with the corporate seal this 16th day of May, 2022.

President

Secretary