

CARLISLE TENNIS CLUB CONSTITUTION AND BY-LAWS

Adopted May 13, 1999

ARTICLE I - Name

The name of this organization shall be the Carlisle Tennis Club, a non-profit corporation without share capital, incorporated in the province of Ontario, June 3, 1998 (Ontario Corporation Number: 1289322).

ARTICLE II - Objectives

The objectives of the Carlisle Tennis Club are:

- (a) to provide social and recreational tennis for its members;
- (b) to promote organized sports, games and recreation, and in particular, the game of tennis;.
- (c) to arrange matches and competitions, and to establish and grant prizes, awards and distinctions;
- (d) to foster goodwill and sportsmanship; and such other complementary purposes not inconsistent with these objectives.

ARTICLE III - Board of Directors

Section 1. The Board of Directors shall consist of a minimum of one (1) to a maximum of seven (7) members. The immediate Past President shall serve as an ex-officio member of the Board.

Section 2. The Board shall have control and management of the affairs of the Club. It shall be the duty of the Board to carry out the objectives of the Club.

Section 3. Board meetings shall be held at the call of the President or at the request of three (3) members of the Board at such times and places as they may select, upon at least one (1) week notice. All Board meetings are open to the general Membership.

Section 4. A quorum shall consist of not less than two-fifths (2/5) of the total members of the Board in that current year and shall be empowered to transact Club business.

Section 5. The transaction of business at a Board meeting shall be conducted by a show of hands and passed by a majority of the votes cast.

Section 6. The Board shall arrange for adequate property and public liability insurance to cover any risks involved in the operations of the Club and in accordance with the License Agreement with the City of Hamilton. (amended AGM Nov. 8, 2016)

Section 7. The Board shall designate, from time to time, whatever standing and special Committees that may, in their judgment, be necessary for the conduct and care of Club affairs. The Board shall appoint Chairs for such Committees. The duties of these Committees shall be clearly defined.

Section 8. The Board may, from time to time, employ and pay assistants and clerks and to incur such reasonable expenses, as may be necessary for the conduct and care of the Club affairs, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever.

Section 9. The Board may from time to time, solicit and receive donations, bequests, legacies, and grants, and to enter into agreements, contracts and undertakings incidental thereto.

Section 10. The Board may appoint replacements to fill any vacancies that occur due to resignation or another reason. Such replacements must come from the rank of the voting membership and shall hold office until the next Annual Meeting or until the successor has been in AGM minutes duly elected. (amended AGM Feb. 2, 2005)

ARTICLE IV - Officers

Section 1. The Officers of the Club shall consist of the President, Vice-President, Secretary, and Treasurer.

Section 2. The duties of the Offices are:

(a) The President shall call and preside over Board and General Membership meetings and shall be the chief executive officer of the Club.

(b) The Vice-President shall assume all duties of the President in the President's absence and such duties as may be delegated by the President or Board of Directors. The Vice-President shall also be responsible for activities relating to membership and grounds maintenance.

(c) The Secretary shall keep accurate records of proceedings of all General Membership and Board meetings and be responsible for their distribution to all Board members. The Secretary shall also give notice of meetings and carry out general correspondence of the Club. In addition, the Secretary shall maintain copies of the Letters Patent, By-Laws and Special Resolutions, License Agreement with the City of Hamilton (amended AGM Nov. 8, 2016), a register of the Membership and Directors, and file any notices of change with the Lieutenant Governor in compliance with the Corporations Act.

(d) The Treasurer shall be responsible for all monies received or distributed by the Club and perform the necessary Banking duties. The Treasurer shall maintain accurate and current records, prepare an annual budget for presentation to the new Board. The Treasurer shall prepare the Books of Account at the fiscal year end for examination by the auditor, file any required Federal tax returns and shall present an annual financial statement at the Annual Meeting.

(e) The Officers shall provide to the City of Hamilton (amended AGM Nov. 8, 2016) by the date required, all information indicated in the License Agreement.

ARTICLE V - Meetings

Section 1. There shall be at least one (1) General Membership meeting each year called by the President or at the request of three (3) Board members or eleven (11) club members.

Section 2. One (1) week notice of the time and place of General Membership meetings shall be given to all members and shall constitute a duly called General Membership meeting.

Section 3. The transaction of business shall be conducted by a show of hands and passed by at least two-thirds (2/3) of the votes cast at such a duly called General Membership meeting.

Section 4. The first General Membership meeting held after the fiscal year end shall be designated as the Annual Meeting and shall be held within a maximum period of 120 days after the fiscal year end. (amended Annual Meeting Jan.17,2001)

ARTICLE VI - Elections

Section 1. The Board of Directors shall be elected at the Annual Meeting and shall hold office until the close of the next Annual Meeting or until their successors have been duly elected.

Section 2. A Nominating Committee, appointed by Board, shall prepare a slate of candidates for the office of Board of Directors for the following year, which shall be presented by the President at the Annual Meeting. Other nominations may be made from the floor by any member, but only with the prior consent of the nominee.

Section 3. Any adult member (18 years of age or over as of 1 January of the current year) is eligible to hold office of Director.

Section 4. Any adult member is entitled to one (1) vote and shall not vote by proxy.

Section 5. Within a period not exceeding fourteen (14) days after elections, the newly-elected Board of Directors shall meet and appoint the Officers. The Officers shall hold office until the close of the next Annual Meeting or until their successors have been duly elected.

ARTICLE VII - Membership and Dues

Section 1. Membership to the Club will be open to all residents of Carlisle and surrounding areas. (amended AGM Nov. 8, 2016)

Section 2. Memberships are valid for a calendar year only and expires on 31 December.

Section 3. Membership shall be divided into five (5) classes:

(a) Individual Adult (18 years of age or over as of 1 January of the current year).

(b) Junior (under 18 years of age prior to 1 January of the current year).

(c) Couple (2 adults residing in the same household).

(d) Family (not more than two adults and any number of juniors residing in the same household). (e) Senior (65 years of age or over as of 1 January of the current year).

Section 4. A member may be expelled from the Club for committing an offense contrary to the best interest of the Club upon a two-thirds (2/3) vote of the Board at a meeting called for the purpose and notice thereof given to the General Membership, if so requested by the member involved.

Section 5. The annual dues for the current year for each of the five Membership categories, guest fees and "pay-as-you-play" fees shall be reviewed and approved by each newly elected Board prior to 30 April. Membership renewal applications with the specified schedule of dues shall be sent to each member from the previous year prior to 15 May.

ARTICLE VIII - Finances

Section 1. All monies, including but not limited to dues, fees, gifts, donations, and bequests, received and held by the Club shall be deposited in a chartered bank approved by the Board and any withdrawal shall be reviewed and authorized by any two (2) of the Officers. (amended AGM Nov.18,2020)

Section 2. All monies received and held by the Club may be invested and reinvested in such manner as determined by the Board.

Section 3. The financial status of the Club shall be reviewed by the Board and an operating budget approved prior to specifying the dues for the following year.

Section 4. The books and statements of the treasurer shall be reviewed each year by a licensed public accountant appointed at the annual meeting. The public accountant may not be a member of the Board. (amended AGM Nov.18,2020)

Section 5. The fiscal year for the Club will be from 1 November to 31 October.

Section 6. The Club shall operate without the purpose of gain for its members and any surplus money in the fund for a given year shall be applied to promote the objectives of the Club.

ARTICLE IX - Dissolution of the Club

Section 1. Voluntary dissolution shall be by consent of the membership at a duly called General Membership meeting. An officer of the City of Hamilton (amended AGM Nov. 8, 2016) shall be notified of the meeting.

Section 2. In the event of a voluntary dissolution, after all debts and liabilities have been paid, all assets of the club shall be turned over to the City of Hamilton (amended AGM Nov. 8, 2016) with the request that they be held in trust for a period of two (2) years pending re-establishment of a club at that location. Should a club not be re-established, the charter shall be surrendered in accordance with the Corporations Act.

Section 3. In the event of involuntary dissolution, all assets of the club shall be turned over to the City of Hamilton (amended AGM Nov. 8, 2016) after all debts and liabilities have been paid. The charter shall be surrendered in accordance with the Corporations Act..

ARTICLE X - Indemnity to Directors, Officers and Others

Section I. Every Director or Officer or other member of the Club who has undertaken any liability on behalf of the Club, their heirs and legal representatives, shall be indemnified and saved harmless against all costs, charges and expenses whatsoever out of the funds of the club.

ARTICLE XI - Amendments

Section 1. The Board shall have the power to repeal or amend any of these Constitution and By-Laws provided that such action shall not be effective until approved by the membership at a duly called General Membership meeting and provided that one (1) week's previous notice of the proposed amendment has been given in writing to each voting member of the Club.