Presented and adopted at the General Meeting called for that purpose March 27, 1973, subsequently revised in 1985, 1994, and in 2017.

1. **Name**

The name of the organization shall be the EMTC - Erin Mills Tennis Club (hereinafter called "the Club").

1. **Purpose**

The purpose of the Club shall be to provide recreational tennis for adults and juniors in the community, to aid in the instruction of players, especially juniors, to set up rules and regulations to ensure a properly and fairly run tennis club, on an adequate facility, with the objective to operate as a non-for-profit over the long term. The Club operates on a going-concern basis.

1. **Governance**

The Club’s governance is defined by the Constitution and by the decisions of the Board of Executive Directors (the “Board”) as set out in in this Constitution and the Club’s General Procedure.

The property, business and affairs of the Club shall be managed by the Board, which shall be constituted at least by a President, a vice-President, a Treasurer, a General Secretary and a Membership Director.

The Board defines, reviews and approve the Club’s General Procedure, which defines the Club’s rules of operation. Changes to General Procedure are defined and revised by the Board as necessary.

1. **Affiliation**

The Club shall operate as an independent, non-for-profit corporation subject to Canadian federal laws and the laws of the Province of Ontario. To access the infrastructure necessary to the Club’s operation, the Club may seek municipal, provincial, regional or federal advice ~~affiliation~~ as deemed necessary and as approved by the Board. The Club shall identify a city of residence (the “City”) and the Board shall have the right to engage the Club in long term agreements with the City subject to such rules and terms established by the City, and approved by the Board for the exercise of the Club’s purpose.

The Club seeks a mutually beneficial relationship with the City that is based on a partnership that acknowledges the benefits of the Club’s presence in the City’s community, run by volunteers, and that this partnership calls on the City to adequately provide tennis courts and their infrastructure, advisory, financial, regulatory, operational and any other resource to support the Club’s on-going operation and its volunteers.

The Board may decide to resign the Club’s affiliation with the City and re-locate its operation in another city. Such change shall only be effective by a resolution passed by a two-thirds vote of the members at an Annual General Meeting or Special General meeting duly called for the purpose.

1. **Legislative Requirements**

The Club and its members are committed to adhere to the Ontario Human Rights Code.

The Club is committed to provide a safe, respectful, accessible place to play tennis.

The Club shall be incorporated as a non-for-profit organization.

The Club’s President shall be a resident of the city of residence.

The Club shall have a complaint management process.

1. **Appointment of the Board**

The Board shall be appointed by the voting members at the Annual General Meeting for a year and shall serve until the next succeeding Annual General Meeting and until their successors are elected; given that candidates shall be eligible for election or re-election, as set out in the Club’s General Procedure. Unless otherwise stated in this constitution, the General Procedure shall define the Board’s administration rules. A staggered board structure is permitted.

There is a time limit of eight (8) consecutive years of service as an Executive Director and a mandatory three-year (3) retirement period off any Executive Director mandate after reaching a time limit. Project mandates assigned by the Board to retired Executive Directors shall not be considered a Board mandate provided that no voting right at the Board is associated with the project mandate.

The Board can decide to dismiss an Executive Director, to accept an Executive Director resignation, to appoint a new Executive Director outside an Annual General Meeting or a Special General Meeting, provided that a) A qualified majority of the Executive Directors has formally voted in favour of the decision, b) The vote is reported in the Board meeting’s minutes, c) The voting members are informed no later than fifteen (15) days after the Board’s vote, d) In case of the appointment of a new Executive Director, the new Executive Director shall seek election by the voting members at the a next General Annual Meeting, or be dismissed de facto in the absence of an elective mandate from the voting members.

Candidates to the Board shall notify the Club’s General Secretary of their candidacy in writing at least ninety days prior to the next General Annual Meeting. The candidate(s)’s notification shall contain a written pledge to such nomination and a brief description of the contribution intended to be provided to the Club. Board candidacy shall be notified to the voting members as part of the General Annual Meeting notification. Candidates shall be granted a reasonable time to present their candidacy to the members at the General Annual Meeting, prior to the vote.

Board vacancies may be filled by members nominated from the floor at the Annual General Meeting.

In case of absence of Board candidates, the incumbent Board shall seek re-appointment.

1. **Board Administration**

Notice of a meeting of the Board shall if reasonably possible, be given to each member of the Board at least twenty-four hours prior to the meeting but failure, by any such member to receive such notice shall not invalidate any business transacted at such meeting. Four Directors of the Board, of which at least two are Key Executive Directors, shall constitute a quorum at any meeting of the Board.

All questions at meetings of the Board shall be decided by a majority of the votes cast. In the event of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

1. **Duties of Key Executive Directors**

President.  
The President shall preside at all meetings of members and of the Board and shall see that all orders and resolutions of the members or of the Board are carried into effect. The President shall also perform other duties as deemed necessary to fulfil all obligations. The President shall delegate or oversee all tasks of the board to ensure completion.

Vice-President.  
The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board. The Vice-President shall also perform such other duties as it may be prescribed by the Board or the President.

Treasurer.  
The Treasurer have the custody of the funds and securities of the Club and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club and in such depositories as may be designated by the Board from time to time. The Club requires all disbursements by cheque or electronic transaction to be authorized by two Directors. At least annually, the Treasurer shall render to the President and the Board, and whenever they may require it, an account of all his/her transactions as Treasurer and of the financial position of the Club, using proper accounting methods. The Treasurer shall obtain approval from the Board for the books and updates presented, such approval shall be binding for all the Board members. The Treasurer shall, in the absence of the President and the vice-President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board.

General Secretary.

The General Secretary shall attend all meetings of the Board and of the members and act as secretary thereof and record all votes and minutes at Board meetings, the Annual General Meeting and any Special General Meetings and complete in due time, all proceedings and records in the books to be kept for that purpose and as required by law. The General Secretary shall receive and record notices originating from members and give notice of all meetings of the members. The General Secretary shall in the absence of the President, the vice-President and the Treasurer, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board.

Membership Director

The Membership Director shall have the responsibility of administrating the Club’s membership and to maintain harmonious relationships among the Club’s membership, as instructed by the Board, including but not limited to promoting membership, collecting membership dues, keeping and reporting about the Club’s membership records to the Board and the members, addressing members complaints in connection with the Board. The Membership Director shall remit all moneys received together with a general accounting of same, to the Treasurer, on a regular basis.

Other Executive Director positions

Other Executive Director positions may be designated by the Board or President at his/her discretion to meet the needs of the Club and its members from time to time.

1. **Membership**

Membership in the Club shall be restricted to residents of the community of the City. Membership to residents from communities outside the City may be permitted within the criteria defined by the City and as reflected in the Club’s General Procedure.

Membership is granted and revoked per the Club’s General Procedure and by decision of the Board. The Club’s membership policy (Membership structure, fees, requirements) is reviewed annually by the Board, which has full authority over membership governance, rules interpretation and in the arbitration over group or individual membership disputes.

There are two categories of members: Voting and Non-voting. Members of 16 years of age (as of January 1st) and over, with a membership in good standing are defined as voting members. Vote is not transferable, but up to ten proxies per voting member can be presented at the vote to the Annual General Meeting and Special General Meetings, within the rules approved by the Club’s General Procedure.

1. **Meetings of Members**

General Annual Meetings. There shall be an Annual General Meeting of members of the Club in each year to be held at such time and place as the Board may determine. At such meetings, the members shall review and approve a report of activities, including a financial update and proceed with the appointment of Executive Directors for the upcoming year. Notice for the Annual General Meeting shall be made available on the Club’s web site at least 60 days prior to the General Annual Meeting.

Special General Meetings of the Club may be called at any time by order of the President or by four Executive Directors, of which at least two are Key Executive Directors, or by twenty voting members on written notification to the Secretary General, who shall in turn notify the Board without delay and proceed to give notice of such meetings to the members, provided that such request is valid. Notice for a Special General Meeting shall be made available on the Club’s web site at least 20 days prior to the meeting.

Quorum. Twenty (20) voting members or 5% of membership, plus a minimum of three (3) Directors shall constitute a quorum at any meeting of members.

Rules of Order. All questions of parliamentary practice and order, not herein provided for, shall be decided in accordance with Roberts Rules of Order.

Voting. Each voting member shall be entitled to one vote at any meeting of members. All questions (other than an amendment to the Constitution) at meetings of members shall be decided by a simple majority of the votes cast. In the event of any equality of votes, the Chairperson of the meeting shall have a second or casting vote.

1. **Signature on Documents**

Cheques, contracts, documents or any instruments in writing requiring the signature of the Club shall be signed by any two of the following Directors: President, Vice-President, General Secretary or Treasurer, and all cheques, contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board shall have power from time to time to appoint an officer or officers on behalf of the Club either to sign specifically designated contracts, documents and instruments in writing.

1. **Borrowing**

The Board shall not borrow money on the credit of the Club without the express consent of the members evidenced by a resolution passed at a meeting of the members duly called for the purpose.

1. **Rules and Regulations**

The Board shall have the right to lay down such rules and regulations as it deems necessary from time to time to ensure the safety and proper conduct of members and shall have the right to suspend the membership of such members whom it judges to be in default of such rules and regulations. Such rules and regulations shall be laid out in the Club’s General Procedure.

1. **Notices**

Any notice required or permitted to be given to a member may be given by electronic mail, short messaging system or prepaid ordinary mail addressed to such member at his/her last address shown on the records of the Club and shall be deemed to have been given when posted. When a given number of days' notice is specified, the day of posting and the day of the meeting or other event in respect of which the notice is given shall be excluded in counting such number of days.

1. **Dissolutio**n

In case the Club shall be required by a judge, or following financial bankruptcy or by decision of the Board with the support of a resolution passed by a two-thirds vote of the members at an Annual General Meeting or Special General meeting duly called for the purpose, the Club may decide its dissolution. Following the dissolution vote, a Dissolution Board must be appointed to proceed with the execution of the dissolution.

1. **Disposition of Assets**

The Club assets are the sole property of the Club. The Board shall decide how to allocate and re-allocate the Club’s financial resources for the continuation of the Club’s purpose. The disposition of assets for major investments, including but not limited to courts reconstruction, resurfacing, modernization of the infrastructure for amounts beyond typical on-going operations shall be approved by the Board and the decision duly recorded. In the event of any equality of votes related to the disposition of assets, the Treasurer shall have a second or casting vote.

In case of dissolution, Board shall define a pecking order for the disposition of the Club’s assets. After the payment of all debts and liabilities, the Club’s remaining assets shall be distributed or disposed of to any organization, preferably non-for profit involved in the development of tennis, especially for juniors.

1. **Amendments**

This Constitution may be amended only by a resolution passed by a two-thirds vote of the members at an Annual General Meeting or a Special General meeting duly called for the purpose. A copy of the proposed resolution shall be included with the notice of such meeting.

For EMTC-Erin Mills Tennis Club

Name Title Date Signature

President

Vice-President

Treasurer

Secretary General

Membership Director