

Bylaws – The Bubble Tennis Club

Bylaws

GENERAL INDEX

BY-LAW NO. 1

A By-Law relating generally to the transaction of the affairs of the **BUBBLE TENNIS CLUB (BURLINGTON)**

Being entered as a By-Law of the **BUBBLE TENNIS CLUB (BURLINGTON)**

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May 26/78 – Date of Incorporation – #778036
Oct. 1/78 – First Day of Operation

BUBBLE TENNIS CLUB (BURLINGTON)

1. FORMALITIES

- **Name**

The name of the Corporation is Bubble Tennis Club (Burlington). A reference to the Club in this by-law shall mean “Bubble Tennis Club (Burlington)”.

1.2 Head Office

(a) The head office of the Club will be the City of Burlington, in the Regional Municipality of Halton, in the Province of Ontario.

(b) The head office of the Club will be at 4346 Longmoor Drive, Burlington, Ontario.

- **Seal**

The seal stamped below is the corporate seal of the Club. WEB NOTE – THE SEAL IS IN THE HARD COPY AND SCANNED COPIES – IT IS NOT PROVIDED HERE ON THIS VERSION.

2. OBJECTS

2.1

(a) To carry on, promote and further interest in the game of tennis.

(b) To provide a friendly environment in which the game may be played.

(c) To provide accommodation for the game of tennis and to acquire and hold, buy, lease, purchase or otherwise dispose of all lands, buildings and appliances necessary for the equipment and maintenance of the game of indoor tennis.

3. **MEMBERSHIP**

3.1 **Admittance to Membership**

(a) Any person is a member who has been accepted for membership in the Club and has paid the membership fees in full.

(b) The maximum number of members in the Club shall be determined from time to time by the Board of Directors based on current facilities.

(c) Membership shall be for one year from the date of registration.

(d) There are three categories of membership: Full-Time, Day-Time, and Student.

(e) Full Time members are players with full playing privileges.

Day-Time members are players restricted to day-time hours as outlined by Board of Directors.

Student members are players with a minimum age of ten years at end of current registration calendar year and in full-time attendance in an educational institution.

Double membership: If membership has not been filled to capacity by November 1st, a double membership may only be purchased after that date with the pro-rated fee beginning in December.

3.2 **Voting Rights of Members**

Voting privileges are restricted to members eighteen (18) years of age and over.

3.3 **Membership Fees**

(a) Each Board of Directors, upon assuming office, will establish by resolution, a fee schedule valid for one year, or until the next Board of Directors establishes a new fee schedule. The fee schedule will be sent to all members prior to registration.

b) Membership fees are due and payable upon registration.

3.4 Liability of Members

Members are not liable or responsible for any act, debt or obligation of the Club nor for any claim, injury, loss transaction or other things relating to the Club.

3.5 Cessation of Membership

(a) Memberships are not transferable. The interest of a member in the Club ceases upon his death, resignation or otherwise in accordance with the By-Laws of the Club.

(b) Any member failing to comply with the By-Laws, rules, regulations or resolutions made pursuant to the By-Laws of the Club may be subject to disciplinary action and possible cancellation of all Club privileges and Club membership at the discretion of the Board of Directors, subject to the requirements of fairness.

4. BOARD OF DIRECTORS

4.1 Who May be a Director

(a) Any member eighteen years of age and over.

(b) The immediate Past President is an ex officio member of the Board of Directors.

4.2 Number and Quorum of the Board of Directors

(a) The Board of Directors shall consist of one (1) Ex Officio Director (Past President), three (3) Officers (President, Treasurer, Recording Secretary), plus up to, but not necessarily eight Directors.

(b) A Quorum of the Board of Directors shall consist of a majority.

4.3 Election of the Board of Directors

(a) All but the Past-President are elected positions – on the Board of Directors.

(b) If the previous year's President is not available as^[SEP] the Ex Officio Past-President, the respective Board of Directors^[SEP] in power shall appoint a Director to the position if possible.

(c) The elected Directors will be elected at the Annual General Meeting in accordance with the following procedures:

Nominations

- (i) A Nominating Committee shall be appointed by the Board of Directors;
- (ii) The Nominating committee shall present a slate of candidates for election;
- (iii) In addition, nominations in writing from the general membership will be accepted 30 days or greater before the commencement of the general meeting;
- (iv) A member nominated must be aware of the nomination and have agreed to stand for election.

Candidates

- (v) Candidates must be eighteen (18) years of age or over.
- (vi) Candidates for Treasurer must be bonded for \$10,000.00

Procedures

- (vii) Voting shall be by secret ballot.
- (viii) Only members who are eighteen (18) years of age or over may vote for the elected positions. One vote per voting member.
- (ix) A simple majority will carry.
- (d) The elected Directors and the ex officio Director take office immediately upon election. The Directors hold office until election of a new Board of Directors at the next Annual General Meeting.

4.4 Vacancies on the Board of Directors

- (a) The office of a Director shall be vacated:
 - (i) If he or she becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
 - (ii) If he or she is found to be a lunatic or of unsound mind;

(iii) If he or she is convicted of any criminal offense;

(iv) If he or she ceases to be a member;

(v) If by notice in writing to the Club he or she resigns his or her Directorship.

(vi) If he or she misses two (2) consecutive meetings and/or three (3) total meetings within a fiscal year.

(b) The vacated position of a Director of the Club shall be filled by a simple majority vote by the remaining Directors, if there is a Quorum.

(c) If there is not a Quorum of the Board of Directors, the vacated position shall be filled by a simple majority vote at a general meeting of the members duly called for that purpose.

(d) A Director may only serve one (1) consecutive term on Board. Each term is a maximum of five (5) years.

A Director may not run for another term until a minimum of two (2) years has passed since the ending of his or her previous term.

4.5 Powers and Duties of the Board of Directors

- General

(i) The Board of Directors may manage the affairs of the Club and may exercise all such powers and do all such acts and things as may be exercised or done by the Club if not barred by the Letters Patent, Supplementary Letters Patent, By-Laws or any special resolution of the Club or by Statute expressly directed or required to be done by the Club at a general meeting of the members. This includes, but is not limited to, the power to make rules and regulations regarding the use of Club facilities; including the time facilities may be used, booking procedures, dress code, court etiquette, coaching, guest policies and Registration Format.

(ii) The Directors are responsible for making sure all proper books and records required by law of this By-Law are kept.

(iii) Directors are obliged to declare any direct or indirect interest in a contract or proposed contract with the Club in accord with the provisions of the Corporations Act.

(iv) Where a vacancy occurs on the Board of Directors, the powers of the Board of Directors may be exercised by the remaining Directors, as long as there is a Quorum.

(v) The Board of Directors will have such other duties as are specified in this By-Law.

(vi) No capital expenditures in excess of \$10,000.00 except for items relating to basic repairs and general maintenance, shall be made without prior approval of the members present at a duly called general meeting.

(vii) Upon taking office, the Board of Directors will prepare a budget and establish a fee schedule, and will see to it that the fee schedule and the budget are established prior to member registration.

(viii) The Treasurer, who must be one of the signing authorities of the Club, shall be bonded for \$10,000.00 – this value to be raised by the Board of Directors as the need arises.

(ix) The Board of Directors may fix the remuneration of the auditor.

4.6 Meeting of the Board of Directors

(a) The Board of Directors will transact the business of the Club only at meetings where a Quorum of Directors is present.

(b) The Board of Directors will hold its meetings at the head office of the Club or elsewhere as the Board of Directors may determine.

(c) Meetings of the Board of Directors may be called by the President of the Club.

(d) Notice of meetings of the Board of Directors will be communicated to each Director personally by telephone or hand delivery at least one (1) day before the proposed meeting is to be held. The Secretary will record the time and manner of giving notice of a meeting of the Board of Directors to the Directors in the Club's books.

(e) Procedures

(i) The procedure followed will be those outlined in "Robert's Rules of Order" unless in direct conflict with this By-Law.

(ii) The ^{SEP}Board of Directors will carry on its business by resolution moved, seconded and carried by a majority vote. Voting will be by show of hands, except that voting will be by ballot if a Director so requests. The President will vote only if there is a tie vote.

(iii) The Board of Directors may pass By-Laws, not contrary to the Corporations Act, the Letters Patent, or any Supplementary Letters Patent, regarding the conduct in all its particulars of the affairs of the Club.

(iv) Such a By-Law, and a repeal, amendment or re-enactment thereof, unless in the meanwhile confirmed at a general meeting of the members duly called for the purpose, is effective only until the next Annual General Meeting of the members unless confirmed thereat; and in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new By-Law of the same or like substance has any effect until confirmed at a general meeting of the members.

(v) The Chairperson will count the votes cast on a By-Law or resolution and declare it carried or defeated.

(vi) The Secretary will keep an accurate record of the minutes including all By-Laws and resolutions passed, although a record of the votes for and against a particular By-Law or resolution will not be made unless requested by two (2) Directors.

(vii) The declaration by the Chairperson that a resolution has been passed and an entry to that effect in the minutes will be admissible in evidence as prima facie proof that the resolution has passed.

5. MEETINGS OF MEMBERS

5.1 Place of Meetings

The Annual General Meeting and special general meetings of the members of the Club will be held at the head office of the Club or elsewhere in the City of Burlington as the Board of Directors may determine.

5.2 Schedule of Meetings

(a) The Annual General Meeting will be held at the end of each playing season and no later than August 31st of each year.

(b) The Board of Directors may call additional special general meetings of the members from time to time.

(c) The President shall call a special general meeting upon the request of fifty (50) members for the transaction of such business as may be specified in their request.

(i) The request(s) must state the general nature of the business to be presented at the meeting.

(ii) The request(s) must be signed by those requesting the meeting.

(iii) The request(s) must be deposited at the head office of the Club.

(iv) Upon deposit of the requests(s), the Directors are required to call immediately a general meeting of the members of the Club for the transaction of the business stated in the request(s).

(v) If the Directors do not within twenty-one (21) days from the date of the deposit of the request call and hold such a meeting, any of those who made the request may call such a meeting, which shall be held within sixty (60) days from the date of the deposit of the request.

(vi) A meeting called under this section shall be called as nearly as possible in the same manner as the meetings of members of the Club are called under this By-Law.

(vii) Any reasonable expenses incurred by those who made the request (s) by reason of the failure of the Directors to call such a meeting shall be repaid to those who made the request(s) and the amount of such expenses shall be withheld from any fees of remuneration owing from the Club to those Directors as were in default, unless at such meeting of the members of the Club by a majority of the votes cast the members reject repayment to those who made the requests(s).

5.3 Notice

(a) Notice of the time, place and general nature of the business transacted at every special general or Annual General Meeting will be posted at the head office of the Club, plus digital or electronic distribution fourteen (14) days before the time fixed for the holding of the meeting.

5.4 Agenda of Meeting

(a) Agenda for the Annual General Meeting

At every Annual Meeting, in addition to any other matters, the following will be dealt with:

(i) A Financial Statement including a Statement of Profit and Loss, a Statement of Surplus and a Balance Sheet for the period covered.

(ii) Auditors' Report to the members which is to be read to the members at the meeting.

(iii) The Directors' reports.

(iv) The election of a new Board of Directors.

(b) Annual General and Special General Meeting

At every Annual General or Special General Meeting, in addition to any other matters, the following will be dealt with:

(i) Approval of the minutes of the previous meeting;

(ii) Any By-law passed by the Board of Directors is to be submitted to a meeting of the members for confirmation. Such a By-Law may be confirmed, rejected, amended or otherwise dealt with by a majority vote of the members, but no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or other dealing.

(c) The President of the Board of Directors is responsible for preparing the agenda for the Annual General Meeting and any special general meetings of the members, with the assistance of the Secretary.

(d) Resolutions

(i) Any member wishing to present a Resolution for consideration of the members at a General Meeting, including the Annual General Meeting, must present the Resolution in writing to the Board of Directors at least 30 days prior to the meeting at which it is to be considered.

(ii) The Board of Directors will post a copy of the Resolution in the same manner and at the same time as provided in the By-Law for the posting of notices of meetings.

(iii) The Resolutions mentioned must be dealt with at the meeting to which the request refers.

(e) Any member wishing to post a statement of not more than 1,000 words with respect to the matter of any proposed resolution or with respect to the business to be dealt with at a meeting of the members must:

(i) Deposit the request and the statement to be posted at the head office of the Club not less than ten (10) days before the meeting;

(ii) As long as the statement does not contain matter giving needless publicity or defamatory matter, the Board will post such a statement in the same manner and at the same time as provided in the By-Law for notice of meetings of members.

5.5 Procedure

(a) In all meetings, the procedures followed will be those outlined in “Robert’s Rules of Order” unless in direct conflict with this By-Law.

(b) A majority of the votes cast carries any Resolution. However, a two-thirds vote is necessary to carry a special Resolution or a Borrowing By-Law.

(c) The Chairperson may vote on every Resolution but has only one vote. In the case of a tie, the Resolution is defeated.

(d) Any member entitled to vote at a meeting of the members of the Club may by means of proxy appoint a person as his nominee to attend and act at the meeting in the manner and to the extent in which the power conferred by the proxy. The following procedures are to be followed:

(i) A proxy must be in writing and signed by the member.

(ii) A proxy must contain the date and the name of the nominee.

(iii) A proxy may contain a revocation of a previous proxy and restrictions, limitations or instructions as to how the nominee is to vote.

(iv) A proxy to be used at a meeting must be deposited with the club before a time fixed by Resolution of the Board of Directors, which is not to exceed 48 hours excluding Saturdays and holidays, preceding any meeting, and which must be specified in the notice calling the meeting.

(v) A proxy may be revoked by a written notice deposited either at the head office of the Club at any time up to and including the last business day preceding the day of the meeting at which the proxy is to be used or with the Chairman of the meeting on the day of the meeting.

(vi) One proxy form will constitute one (1) vote and one (1) vote only.

(vii) A proxy form must be filled out on matters concerned and these matters described on the same form.

(viii) A proxy vote will not constitute a Quorum or part thereof.

(ix) Should a proxy vote be involved in a tie, the motion will be shelved until the next meeting.

(e) The Secretary will keep the minutes of all meetings. An entry in the minutes that the President or his or her substitute has declared a Resolution carried is admissible evidence as prima facie proof that the resolution passed. Unless a recorded vote is asked for, the Secretary need not note the votes for or against.

5.6 Quorum

A Quorum of the members at any general meeting shall consist of 12 members.

6. BOOKS AND RECORDS

6.1 Legal Requirements

The Club will keep at its head office:

- (a) Minutes of all meetings of members and directors;
- (b) A copy of the Letters Patent and any Supplementary Letters Patent;
- (c) All By-Laws and special Resolutions;
- (d) A Registry of Members;
- (e) A Registry of Directors; and
- (f) A record of where a proper book of accounts is located.

6.2 Minutes

(a) The minutes of each meeting of the Board of Directors will be approved by the next meeting of the Board of Directors.

(b) The minutes of each meeting of the members will be approved at the next meeting of the members.

(c) Once the minutes are approved, either the Chairperson of the meeting that approved the minutes or the Chairperson of the meeting that the minutes were about, will sign the minutes. Once signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

6.3 By-Laws and Resolutions

The President, and Secretary will sign any By-Laws or Resolutions passed.

6.4 Registry of Members

(a) The Secretary will keep a Registry of Members

(b) The Registry of Members will consist of an alphabetical list of names of all the people who are members or have been members of the Club within the past ten (10) years including their addresses when they were members.

6.5 Registry of Directors

(a) The Secretary will keep a Registry of the Directors.

(b) The Registry of Directors will consist of a list of the names, addresses and occupations of all persons who are or have been Directors, together with the various dates when each became or ceased to be a Director.

6.6 Proper Books of Accounts

The Club must keep proper records of account including records of:

(a) All money received or spent by the Club including when, where and how the money was spent or received;

(b) All sales and purchases by the Club;

(c) All assets and liabilities of the Club, and;

(d) All other transactions affecting the financial position of the Club.

7. TRANSACTIONS

7.1 Contracts

(a) The officers of the Club and any people so authorized by the Board of Directors may enter into contracts on behalf of the Club.

(b) Contracts required by law to be under seal, such as long term leases and real estate transactions, may be made on behalf of the Club under the Club's seal.

(c) Contracts in writing and not required to be under seal, may be signed by any persons authorized to enter into contracts on behalf of the Club. The person or persons signing should sign their names as follows:

BUBBLE TENNIS CLUB (BURLINGTON)

Per: _____

Title

Per: _____

Title

(d) Verbal contracts not required by law to be under seal or in writing may be entered into by any person authorized to enter into contracts on behalf of the Club. The person entering into the contract should make it clear that they are contracting on behalf of the Club.

7.2 Authorized Signing Officers

The Treasurer must sign along with one of either the President or Secretary.

7.3 Borrowing

(a) The Directors may from time to time:

(i) borrow money on the credit of the Club;

(ii) issue, sell or pledge securities of the Club, and;

(iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchises or other undertakings, to secure any securities for any money borrowed or other debt, or any other obligation, liability of the Club, subject to the terms of the Letters Patent, Supplementary Letters Patent of the Club.

(b) No Borrowing By-Law is effective until it has been confirmed by at least two-thirds of the votes cast at a meeting of the members called to consider the Borrowing By-Law.

8. GENERAL

8.1 Errors and Omissions

(a) No error or omission in giving notice of any meeting of Directors or members will invalidate the meeting or any proceedings at that meeting. However, any person who failed to attend a meeting because of such an error or omission may reopen any matter considered at that meeting at the next meeting of the members or the Board of Directors that the person attends.

(b) No error or omission in any proceedings at any meeting of Directors or members will invalidate the meeting of any of the other proceedings of the meeting. However, any person may reopen the proceedings affected at the next meeting.

8.2 Interpretation

In this By-Law and in other By-Laws of the Club passed, unless the context otherwise requires, words importing the singular or the masculine gender will include plural number or the feminine gender, as the case may be, and vice versa and reference to persons will include firms and corporations.

9. DISSOLUTION OR MERGER

9.1 The club may dissolve itself or merge in a manner presented by law.

10. FINANCIAL YEAR

10.1 Date

Unless otherwise ordered by the Board of Directors, the fiscal year of the Club will terminate on the 30th day of April of each year.

PASSED by the Board of directors and sealed with this **20th** day of **May, 2015**.

President

Secretary

President and Secretary signature provided on original copies

The foregoing By-Law is hereby consented to by a majority of the Directors of the Club pursuant to the Ontario Corporations Act as evidenced by their signatures hereto:

DATED at Burlington, this **20th day of May 2015**.

Signatures and seal provided on original copies

Amendments:
September 2023 AGM Resolution Deletion of clause 3.1(b) BOD membership discretion