

# WYCHWOOD TENNIS CLUB CONSTITUTION

Adopted May 2023

## ARTICLE 1 NAME

The name of the organization shall be the Wychwood Tennis Club (hereinafter referred to as the "Club") and shall be affiliated to the Ontario Tennis Association and Tennis Canada.

## ARTICLE 2 OBJECT

The object of the club is to provide a framework to organize and facilitate the playing of tennis by its members and operate and allow access, under city permit, to the city-owned courts and clubhouse in Hillcrest Park, Toronto.

## ARTICLE 3 MEMBERSHIP

Membership shall be open to all applicants on payment of appropriate fees if space is available. Adult membership is open to those 18 years of age and older. Junior memberships are open to those 17 and under. The total number of adult memberships available in any year may be limited by the Executive Committee in order to maintain reasonable access to court time for all members. In general, unless extreme congestion necessitates, junior membership should not be limited. Junior members will not have voting privileges at the club's Annual General Meeting. The Executive may, at its discretion and through policies such as establishing early application periods or waiting lists, show favour in accepting applications from those who have been members in any of the previous three calendar years (returning members) over new applicants if total membership is to be limited.

The Executive Committee may by majority vote of a quorum of the Executive Committee (President or Vice-President and at least four other members of the Executive Committee) revoke the membership of a member for cause, which shall include violations of the club's rules and regulations or for conduct prejudicial or harmful to the club. In such cases a pro-rated portion of fees of the member whose membership has been revoked will be refunded. The club will not be obligated to accept future membership applications from an expelled member, though the Executive Committee may consider such applications at its discretion.

## ARTICLE 4 FEES

- a) New members seeking admission will be liable for an initiation fee if the membership at an AGM votes to establish that an initiation fee should be levied.
- b) All members, including members of the Executive Committee, will pay an annual membership fee

c) Neither the initiation fee (if one is levied) nor the annual membership fee shall be refundable. The Executive Committee may consider refunds at its discretion in the event of what it judges to be special circumstances.

d) The Executive Committee will establish the initiation and membership fees at the end of a season for the following season. If the fees proposed for the following season change from those charged for the current season, approval of the change is required at the Annual General Meeting.

e) The Executive Committee shall establish and maintain a Capital Expenditure Reserve Fund to fund major capital expenditures (e.g. court resurfacing, clubhouse equipment, replacement of light fixtures). For expenses outside of normal operating expenses and remuneration for pros and other staff, prior approval of the spending of Reserve Funds in amounts exceeding \$10,000 must be given by the members at the AGM.

## **ARTICLE 5 EXECUTIVE COMMITTEE MEMBERSHIP**

The Executive Committee shall consist of between six and ten members. It shall include the President, Vice President, and Treasurer and up to seven other members, designated Members at Large. The Executive Committee shall be responsible for the operation of the Club.

President

Vice President

Treasurer

Members at Large

All positions are elected for a 2 year term.

## **ARTICLE 6 ELECTION OF OFFICERS TO THE EXECUTIVE COMMITTEE**

a) The Nominating Committee, comprising two or more members of the current Executive or other club members designated by the Executive will prepare a slate of Officers to the Executive Committee for the following year. These nominees will be presented at the Annual General Meeting (AGM). Nominees named by the nominating committee must have agreed to their nomination.

b) Members of the Club may nominate other members to run for office at the Annual General Meeting. These nominations must be supported by at least three Club Members, either in person or in writing. Each of these nominees must be supported by different nominators. These nominees must be present at the AGM and willing to stand for election and serve on the Executive Committee.

c) In the event of there being more than one nomination for an office, the Club Members will elect one nominee at the AGM by majority vote.

d) All members of the Club except in cases of conflict of interest are eligible for election as Officers on the Executive Committee. All Executive members and officers may not serve more than four consecutive years in office. An individual may serve further terms if they are separated by two years out of office.

e) Only members who have previously served at least one year on the Executive Committee may be nominated for the position of Treasurer

f) Only members who have previously served on the Executive Committee may be nominated for the position of President.

g) In the event that insufficient nominees are presented at the AGM to fill all available positions, the Executive Committee may subsequently directly appoint willing club members to fill vacant positions. Each appointee must have the support of a majority of the sitting Executive Committee members.

h) In the event that any member of the Executive Committee resigns during their term the Executive Committee may appoint any willing member of the club to fill that role, assuming they have the support of a majority of the sitting Executive Committee.

## **ARTICLE 7 EXECUTIVE COMMITTEE RESPONSIBILITIES AND POWERS**

The Executive Committee is responsible for the operations of the Club. It is accordingly empowered to perform functions and conduct the business of the Club. It will:

- obtain permits from the City
- communicate with members
- arrange for the opening of the Club
- collect initiation and membership fees
- establish and maintain club rules and codes of conduct for members
- purchase equipment and supplies
- organize tournaments, league teams, and social functions
- hire clubhouse staff and professional services
- maintain playing facilities, insurance and general upkeep
- fill any vacancy that occurs on the Executive Committee during its term of office
- conduct any other Club business

### **Duties of the President**

The president will have responsibility for ordinary day-to-day decision making at the club including management of the staff, directing and authorizing purchases of equipment and supplies and directing other club activities. Responsibility for decisions may be

delegated temporarily, or within certain limited domains, to other members of the Executive Committee at the president's discretion. However, the ultimate decision power lies with the Executive Committee as a whole and should be based on consensus and majority vote (if necessary) to resolve disagreements. The president should consult other members of the Executive Committee on issues of importance informally (for advice) or formally (through face to face or virtual meetings, including email and telephone conversations). Any member of the Executive Committee may request that the whole Executive Committee be consulted about decisions on any important issue, in which case a majority vote on the issue of a quorum (at least five members of the Executive Committee) will be binding. The president will also be responsible for organizing and chairing meetings of the Executive Committee.

### **Duties of the Vice-President**

The Vice-President assumes the duties of the President when he or she is unavailable and may fill other roles on the Executive Committee as well.

### **Duties of the Treasurer**

The Treasurer is responsible for all financial activities at the club. This will include collecting and banking membership fees and other income, compensating staff and pros, paying club expenses, and tracking all of these activities. The Treasurer will also prepare an accurate financial statement to be presented in interim form to the membership at the AGM, and in final form to the Executive Committee after the end of each fiscal year. The Treasurer is also responsible for budgeting and determining whether membership fees are set at a rate sufficient to maintain the club capital fund for the occasional large expenses (court resurfacing, lighting, etc.) that the Club will incur.

The Treasurer and one other member of the Executive Committee (ordinarily the President or the Vice-President) will have signing authority on the Club's bank accounts.

### **Duties of the Members at Large**

Members at large serve on the Executive Committee in an advisory, decision-making, and voting capacity and are expected to attend Executive Committee meetings and offer comment, advice and vote on major decisions. They are expected to volunteer time to support club social events, tournaments, and other activities and to assist in preparations for opening and closing the club each season. They may also be asked to participate in committees for hiring staff and pros and nominating Executive Committee members and to volunteer for any other necessary tasks that present themselves.

They may also fill, either formally or on an ad-hoc basis, several other roles in club administration, at the discretion of each Executive Committee annually. These roles might include (non-exclusively):

- Secretary
- Social chairperson
- Communications coordinator
- Membership coordinator

- Competition coordinator
- Junior program coordinator

### **Vacancies**

Vacancies in the Executive Committee may be filled by any member by majority vote of a quorum of the Executive Committee (President or Vice President and 4 other members) except that of President. If the office of the President becomes vacant it should be filled by first the Vice-President, second any current member of the Executive Committee who has served at least one full year in office and third by any previous member of the Executive Committee willing to serve.

### **Appointed Offices**

Club members who are not members of the Executive Committee may be appointed to roles on committees or to the roles normally filled by Members at Large. They serve in these roles at the discretion of the Executive Committee.

### **Removal of Executive Members**

Members of the Executive Committee may be removed from the Executive Committee by majority vote of the whole serving Executive Committee in the following circumstances:

- Inability to serve in the office
- For severe transgressions of club rules and practices or for conduct harmful or prejudicial to the operation of the club.

### **Dispute resolution**

In the event of disputes within the Executive Committee that are not resolvable by the Executive Committee using normal means and which threaten the stable functioning of the club, the disputing members of the Executive Committee will request arbitration from the Ontario Tennis Association through the OTA's club Membership Manager.

## **ARTICLE 8 EXECUTIVE COMMITTEE MEETINGS**

Minutes: The president shall ensure that at the AGM and at all executive meetings, a secretary be directed to take minutes. Minutes should record

- names of members of the executive attending the meeting.
- the results of any significant decision on rules or policy, especially involving financial outlay, hiring, changes to the executive, or changes to membership policies, including, where appropriate, the reasons for such decisions.
- the numerical results of any votes on any decisions taken above.

A formal draft of the minutes should then be prepared by the secretary, copies distributed to the members of the executive (electronically is sufficient) and a copy of the minutes filed at the clubhouse to be available for the membership to consult and for consultation in the future.

- a) The President or Secretary will provide 10 days notice of formal meetings to members of the Executive Committee.
- b) A quorum is constituted when the President, or in his/her absence the Vice President, and four other members of the Committee attend a formal meeting.
- c) Voting shall be carried by a simple majority.

## **ARTICLE 9 ANNUAL GENERAL MEETING**

- a) The Executive Committee will convene an Annual General Meeting each year before the end of October. The date will normally be set at the beginning of the season and included in annual membership packages. Any changes to this meeting date will be communicated to members by mail, or by all three of: email to club membership; notice posted at the club; and a message on the club telephone answering service, at least twenty days prior to the date of the meeting.
- b) Voting at the AGM will be by show of hands.
- c) The Executive Committee will prepare and present at the AGM the following:
  - A President's report in which the president reports generally on the activities of the year, on membership numbers and any intended rule or policy changes for the following year. Members may request a vote on any of these changes.
  - A Treasurer's report in which the Treasurer presents an interim financial report for the current year, summarizes the club's income and outlays and reports on the overall financial health of the club and the capital fund. The Treasurer should then recommend any changes in the fee structure necessary for maintaining the financial health of the club, which the AGM attendees will vote upon.
  - Proposals for any changes in the club constitution, or any capital project that would incur expense in excess of \$10,000 which attendees will vote upon.
  - The AGM agenda may also include reports from other Executive Committee members or club staff, whether they be reports on tournaments, teams, lesson and instruction programs, social events or any other club business conducted by the Executive Committee.
- d) The AGM will also include time for new business during which attending members may raise concerns or make proposals for the future which may be considered by the Executive Committee.

e) The President or Vice President and any three members of the Executive Committee and 10 Club members will constitute a quorum for the AGM.

f) The AGM will conclude with election of officers for the next year of club operations. This will include presentation of the nominees from the nominating committee and any other nominations from the membership. A new Executive Committee will then be elected which will take office at the conclusion of the current season, and the meeting will be concluded.

## **ARTICLE 10 INDEMNITY OF EXECUTIVE AND OFFICERS**

Every Executive Member and Officer is entitled to full information on all matters pertaining to the club. An executive member or officer shall be indemnified and saved harmless by the club against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the club and in respect of any action, suit or proceeding against the member for any act or matter made, done or permitted by the member in the proper execution of affairs of the club except when occasioned or caused by dishonesty, wilful neglect or default.