

**SUDBURY INDOOR TENNIS CENTRE  
OPERATING BY-LAW  
By-Law No. 3**

[Draft Operating By-Law 2025 as amended to November 25, 2025]

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## SUDBURY WINTER TENNIS CLUB

### OPERATING BY-LAW

#### By-Law No. 3

[Draft Operating By-Law 2025 as amended to October 22, 2025]

### WHEREAS:

1. Sudbury Winter Tennis Club [**"SWTC"**] was incorporated by Letters Patent dated September 4, 1992 as a corporation without share capital with the following particulars:
  - a. Ontario Corporation Number: 998419
  - b. Objects:
    - "(a) To promote the sport of tennis;
    - (b) To provide facilities and the organization for indoor tennis."
  - c. Head Office: In the City of Sudbury in the Regional Municipality of Sudbury
  - d. Special provisions:
    - "(a) The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties;
    - (b) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects."
2. The Letters Patent document is the constituting document of the Corporation [the **"Constitution"**].
3. SWTC registered the business name and carries on business as "Sudbury Indoor Tennis Centre", but the Letters Patent were not amended to change the name of the Corporation.
4. The Corporation was governed by the provisions of the *Corporations Act*, Revised Statutes of Ontario, 1990, Chapter C.38 as amended from time to time and in particular Part III thereof [the **"Corporations Act"**].
5. In 2025, the Corporation is transitioning to and will be now governed by the provisions of the Ontario Not-for-profit Corporations Act, 2010 S.O. 2010, CHAPTER 15 [**"ONCA"** or the **"Act"**].

6. ONCA requires the Corporation be continued under the Act by way of adoption of "Articles of Amendment".
7. Section 17 of the Act authorizes the passing of by-laws governing the conduct of the affairs of the Corporation.
8. Due to substantial changes required by ONCA, it is considered desirable that the by-laws be revised by way of repeal of existing by-laws and adoption of a fresh operating by-law.

**NOW THEREFORE** BE IT ENACTED AND IT IS HEREBY ENACTED as **By-Law #3** of the Corporation in substitution for the pre-existing By-Law #1 [General Operating By-law], as follows:

A by-law relating generally to the transaction of the affairs of Sudbury Winter Tennis Club.

## **Section 1 – General**

### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the Corporation's Articles of Amendment if any;
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Chair" means the chairperson of the Board;
- f. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. "Member" means a member of the Corporation;
- i. "Members" means the collective membership of the Corporation; and
- j. "Officer" means an officer of the Corporation;
- k. "ONCA" means the Act as defined above;

### **1.02 Interpretation**

Other than as specified in Section 1.01, or elsewhere in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board and the Board may by resolution discontinue use of the seal.

### **1.05 Execution of Documents**

Except as otherwise provided in these By-laws, deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by the President or any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Generally**

The affairs of the Corporation shall be governed by a Board of Directors which shall exercise authority, direction, and control over the affairs of the Corporation on behalf of and with full accountability to the Members of the Corporation.

The number of Directors as set out in the Articles is a range of a minimum of 3 and a maximum of 8. The number of Directors of the Corporation and the number of Directors to be elected at the annual meeting of the Members is fixed at 8 by these By-laws but may be amended from time to time by resolution of the directors.

### **2.02 Qualifications**

- A director of the Corporation is required to be a Member of the Corporation and to have been a Member for at least one year prior to election or appointment.
- Immediate family members (defined as a Director's spouse, parent, child, brother or sister) of incumbent directors are not eligible to be appointed or elected as a director.

## 2.03 Election and Term

Directors shall be elected by the voting Members at each annual meeting of Members. The Members shall, by ordinary resolution, elect directors to hold office for a term expiring not later than the close of the fourth annual meeting of the members after the election. If Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected or appointed. [ONCA s. 24]

An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment. However, if an individual elected or appointed consents in writing after the prescribed period, the election or appointment is valid. A Director who is re-elected or reappointed where there is no break in his or her term of office is not required to consent in writing to have the term of office extended. [ONCA s.24(8)]

## 2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; [ONCA s. 25]
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
4. if, at a meeting of the Members, the Members, by ordinary resolution, remove the Director before the expiration of the Director's term of office provided the Director has been given an opportunity to give the Corporation a statement giving reasons, for opposing his or her removal as a director. [ONCA s. 26, 27];
5. If a Director misses 3 consecutive meetings or otherwise has extensive absences or no longer meets the criteria of membership and the Board asks that such Director resign - unless the absences are determined to be justifiable by a majority of the remainder of the Board; or
6. If a Director ceases to be a Member of the Corporation by surrendering membership willingly, or the Director's membership is suspended through disciplinary actions taken when in breach of the Code of Conduct or otherwise.

## 2.05 Filling Vacancies [ONCA s. 28]

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors then in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

## 2.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in section 36(2) of the *Act* that are not permitted to be delegated which powers must be exercised by the Board itself. Those section 36(2) powers are:
  1. To submit to the members any question or matter requiring the approval of the members.
  2. To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
  3. To appoint additional directors.
  4. To issue debt obligations except as authorized by the directors.
  5. To approve any financial statements under section 83.
  6. To adopt, amend or repeal by-laws.
  7. To establish contributions to be made, or dues to be paid, by Members under section 86 of the *Act*.
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference

for any such committee provided that all committees shall have a minimum of three members, at least one of whom is a Director. The Board may appoint to any committee an individual who is not a member of the Corporation. The Board may dissolve any committee by resolution at any time.

3. The Chairperson and the Secretary shall be members of all committees by virtue of their office.

## **2.07 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, [ONCA s. 47(2)] provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict-of-interest provisions of the Act. [ONCA s. 41]

## **Section 3 - Board Meetings [ONCA s. 34 -36]**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, the President or any two Directors at any time and any place on notice as required by this By-law.

### **3.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice [ONCA s. 34]**

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than one full day before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present and none objects to

the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a **place** of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

A notice of a meeting of Directors need not specify the **purpose** of or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in subsection 36 (2) of the Act, in which case the notice must specify that matter. The matters in subsection 36(2) of the Act are set out in section 2.06 of this By-law.

### **3.04 Quorum [ONCA s. 34(2)]**

A quorum for the conduct of business at a meeting of Directors is constituted by a simple majority of directors in office at the time of such meeting and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

### **3.05 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

### **3.06 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

### **3.07 Participation by Telephonic or Electronic Means**

Subject to the provisions of the Articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation begins on July 1<sup>st</sup> in each year ends on June 30<sup>th</sup> of the next calendar year or on such other date as the Board may from time to time by resolution determine.

### **4.03 Audits [ONCA s. 76(2)]**

If the members adopt an extraordinary resolution dispensing with appointment of an auditor, having an audit or a review engagement in respect of the Corporations' financial year as provided for in Section 76 of the Act, then no such steps are required. It is anticipated that such a resolution will normally be adopted each year.

### **4.04 Dues/Fees Payable by Members and Non-members [ONCA s. 86]]**

The Board of Directors has the power to set and assess membership fees and usage fees to fund the activities of the Corporation.

Membership fees shall be set and amended from time to time by a resolution adopted by a two-thirds (2/3) majority vote of the Board of Directors. Members will be given reasonable notice of changes to membership fees.

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall elect or appoint from among the Directors a Chair [ONCA s. 42(2)] and may elect or appoint any other person to be President, Treasurer, or Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person but the office of President and Vice-President may not be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time and such other Officers and agents do not need to be members of the Board.

## **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being elected or appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

## **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **5.04 Duties of the Chair [ONCA s. 42(2)]**

The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

## **5.05 Duties of the President**

The President shall perform the duties described in **Schedule A** and such other duties as may be required by law or as the Board may determine from time to time.

## **5.06 Duties of the Treasurer**

The Treasurer shall perform the duties described in **Schedule B** and such other duties as may be required by law or as the Board may determine from time to time.

## **5.07 Duties of the Secretary**

The Secretary shall perform the duties described in **Schedule C** and such other duties as may be required by law or as the Board may determine from time to time.

# **Section 6 - Protection of Directors and Others**

## **6.01 Protection of Directors and Officers**

Subject to Section 46 of the Act, no Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person,

firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

## **6.02 Indemnification**

Subject to Section 46 of the Act, every Director, Officer and member of a committee, and his or her heirs, executors, personal representatives, and estate shall from time to time and at all times, be indemnified and saved harmless out of the assets of the Corporation from and against:

- a. all costs, charges, and expenses whatsoever which he or she sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution or intended execution in good faith of the duties of his or her office; and
- b. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **6.03 Insurance**

The Corporation shall purchase and maintain officers' and directors' insurance in such amount as deemed necessary and proper for the benefit of those persons.

# **Section 7 - Conflict of Interest**

## **7.01 Conflict of Interest [ONCA s. 41]**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **Section 8 – Members [ONCA s. 48 – 62]**

### **8.01 Members**

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

As ONCA S. 15(1) provides that "A corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person.", a corporation can be a member.

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

In addition to any other responsibilities Members might have under the laws of the Province of Ontario, Members are required to:

1. Pay the Fees established by Board from time to time for funding SWTC operations and responsibilities;
2. Comply with any SWTC Code of Conduct as amended from time to time.

### **8.02 Recreation Pass Holders**

Non-members may be admitted and may have access to the Corporation's facilities by purchase of recreational passes. The purchase of such passes does not constitute membership in the Corporation and recreational pass holders do not have any voting rights or any other privileges of membership.

The Corporation may make available recreational passes (a "Recreational Pass") for recreational pass holders. A Recreational Pass gives an individual access to the Corporation's facilities to play pickle ball, or any other sport the Board decides is acceptable. Such access is subject to change and holders of a Recreational Pass are restricted in that their availability to play pickle ball, or any other sport the Board decides is acceptable, may vary from time to time.

Recreational Pass fees shall be set by resolution of the Board and may change from time to time. Changes to fees to obtain a Recreational Pass will be notified to the Recreational Pass holders on and in a reasonable manner.

To clarify, the Recreational Pass is separate from a membership in the SWTC, and a holder of a Recreational Pass does not become a member of the Corporation but is simply given access to the Corporation's pickle ball activities.

A Recreational Pass may be terminated by resolution of the Board in its sole and unfettered discretion.

### **8.03 Disciplinary Acts or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the suspension of privileges of membership or termination of membership for violating any provision of the Articles or By-laws or the Code of Conduct of the Corporation if such has been adopted and in particular for being in arrears of payment of fees established by the Board of Directors for funding the activities of the Corporation.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submissions of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9 - Membership Meetings [ONCA s. 52 – 62]**

### **9.01 Annual Meeting**

An annual meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board.

Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the Board approved financial statements, auditor's report [if any] or review engagement report [if any] and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- a. receipt and approval of the agenda;
- b. receipt and approval of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report, if required, of the auditor or person who has been appointed to conduct a review engagement;
- e. if required, reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
- g. election of Directors; and
- h. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, [ONCA s. 56] so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the Articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

### **9.02 Special Meetings [ONCA s. 60]**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

### **9.03 Notice [ONCA s. 55]**

Subject to the *Act*, not less than 10 and not more than 50 days' written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **9.04 Quorum [ONCA s. 57]**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting whether present in person or by proxy, provided that at least 10 percent (10%) of Members must be present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### 9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### 9.06 Voting of Members [ONCA s. 58]

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each voting Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all voting Members present and the chair of the meeting, if a voting Member, shall have a vote;
- c. abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct and will devise a method for dealing with those Members who have joined the meeting via remote electronic access;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### 9.07 Proxies [ONCA s. 64 – 67 and O Reg 395/21]

Voting members may in writing appoint a proxy holder to exercise their voting privileges in their absence at meetings of members. Proxy holders must be members of the Corporation. Proxy forms must be completed and submitted in accordance with O. Reg 395/21 and ONCA s.64 as amended.

### 9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person

be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. New items of business require a fresh notice of meeting to be issued.

### **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws [ONCA c. 17]**

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

### **11.02 Repeal of By-law #1**

By-law #1 of the Corporation as it read immediately before the adoption of this By-law #3 is hereby repealed and is replaced by this By-law #3.

### **11.03 Adoption and Enactment**

This By-law is adopted and enacted effective December 7, 2025

#### **Sudbury Indoor Tennis Club**

per \_\_\_\_\_  
Vedran Dukic, President/Chairperson

**Schedule of Amendments:**

1. Amended ■ as to section ■ [give short reference to amendment]
2. ■

## **Schedule A**

### **Position Description of the President**

#### **Role Statement**

If elected or appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Save and except when the Board is discussing the position, salary or benefits of the President, the President shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote unless the President is a member in which case the officer votes as a member only.

#### **Responsibilities**

##### **Agendas**

- Establish agendas aligned with annual Board goals
- preside over Board meetings if also holding the office of Chair.
- Ensure meetings are effective and efficient for the performance of governance work.
- Ensure that a schedule of Board meetings is prepared annually.

##### **Direction**

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

##### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

##### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

##### **Representation**

Serve as the Board's primary contact with the public.

##### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct**

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

**Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

**Committee Membership**

May serve as member on all Board committees and has the right to attend all Board committees whether or not a member but is not required to attend.

**Execution of Documents**

Serve as signing officer of the corporation together with the Secretary or other officer appointed by the Board for the purpose and in particular shall sign all by-laws of the corporation.

**Absence**

During the absence or inability of the President, the duties and powers of that office may be exercised by the Vice-President or such other Director as the Board may appoint from time to time for that purpose, and if the Vice-President, or such other Director, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **Schedule B**

### **Position Description of the Treasurer**

#### **Role Statement**

If appointed, the Treasurer collaborates with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### **Responsibilities**

##### **Custody of Funds**

The Treasurer shall:

- have custody of the funds and securities of the Corporation
- keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation
- deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time
- disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements
- render to the Chair and directors at the regular meeting of the Board, or whenever they may reasonably require it, an accounting of all the transactions and a statement of the financial position of the Corporation
- be chairperson of the Finance Committee and perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statements**

Present to the Members at the annual meeting as part of the annual report, the financial statements of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## Schedule C

### Position Description of the Secretary

#### Role Statement

The Secretary is **ex-officio** clerk of the Board of Directors and collaborates with the President to support the Board in fulfilling its fiduciary responsibilities.

#### Responsibilities

##### Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### Document Management

- Keep a roll of the names and addresses of the Members.
- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
- Attend to correspondence on behalf of the Board.
- Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.
- Deliver up the corporate records only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- Ensure that all reports are prepared and filed as required by law or requested by the Board.
- Update corporate records using the online Ontario Business Registry or otherwise provide notice of changes in compliance with the *Corporations Information Act*.

##### Meetings

- Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees.
- Attend and record minutes of all meetings of the Corporation, the Board and Board committees.

##### Absence

In the event of the inability of the Secretary to attend a scheduled Board of Directors' meeting, the meeting shall be rescheduled. If rescheduling is not an option, an alternate member of the Board of Directors may be chosen by the Board to replace the Secretary for the meeting and to take on all the normal responsibilities of the Secretary.

##### Other Duties

Perform such other duties as may from time to time be determined by the Board.