

TENNIS CLEARPOINT INC.

CONSTITUTION & BY-LAWS

Introduction

This version of the Constitution and By-Laws reflects all changes agreed to at the Annual General Meetings held between September 15, 2001 and September 11, 2004. Only the Annual General Meetings of September 15, 2001 and September 14, 2002 had constitutional changes. It was approved at the Management Committee Meeting of September 1, 2005.

There were changes made on November 5, 2008 following the September 2008 AGM.

There were changes made on July 7, 2010 following the committee meeting held on June 22, 2010.

Article I. NAME, HEADQUARTERS & JURISDICTION

The name of the club shall be Tennis Clearpoint Inc. (hereinafter called "Club"). Its headquarters shall be in the chalet situated in Clearpoint Park, in the City of Pointe-Claire, Quebec (hereinafter called "City"). Its jurisdiction shall extend over the use of the tennis courts immediately adjacent to the chalet and over the activities of its members relating to the affairs of the Club.

Article II. AUTONOMY

The Club shall be completely autonomous in its internal proceedings and in its relations with other tennis clubs or associations.

The chalet and the lands on which the tennis courts are situated are owned by the City and administered by the Club in accordance with an agreement signed with the City June 29, 2001. Accordingly, activities relating to improvements or modifications to the chalet and land may be carried out only with the approval of the City.

Article III. OBJECTIVES

The objectives of the Club shall be to provide social, recreational and competitive tennis for its members, to provide a comprehensive coaching program for juniors and more modest coaching facilities for adults.

Article IV. BOARD OF DIRECTORS

- a) The Board of Directors shall consist of the following officers.
 - 1) President
 - 2) Past President
 - 3) Vice-President
 - 4) Secretary

- 5) Treasurer
- b) Each officer is entitled to 1 vote at meetings (with the exception of the President who will only cast a vote to break a tie). In the absence of a director, a designated member of his/her committee may speak and vote on his/her behalf.
- c) Representatives of other interest groups, i.e. team representative, may attend Board of Directors meetings but are not entitled to a vote.

Article V. MANAGEMENT COMMITTEE

The Management Committee is an elected body responsible for managing the operations of the club. Its members are:

- 1) President
 - 2) Past President
 - 3) Vice-President
 - 4) Secretary
 - 5) Treasurer
 - 6) Maintenance Director
 - 7) Membership Director
 - 8) Junior Program Director
 - 9) Tournament Director
 - 10) Social Director
- a) Each Committee member is entitled to 1 vote at meetings (with the exception of the President who will only cast a vote to break a tie). In the absence of a director, a designated member of his/her committee may speak and vote on his/her behalf.
 - b) The Management Committee is authorized to enter into contracts on behalf of the Club.
 - c) The Management Committee shall hire any employees as it deems necessary, at such remuneration as it may decide, and shall determine the duties and functions of such employees.
 - d) The Management Committee shall draft and approve a schedule of events for the year.
 - e) The Management Committee shall, at the Annual General Meeting, make a full report of its proceedings during the previous year and recommend improvements of the Club's operations.
 - f) The Management Committee shall take whatever actions are necessary to ensure proper operation of the Club. All actions taken by the Management Committee shall be decided upon by a majority vote of those present at the Management Committee meeting.
 - g) The Management Committee may appoint such sub-committees as it may deem expedient for any purpose in the interest of the Club and may delegate to them certain powers.

- h) Any member of the Management Committee, upon receiving any written complaint, suggestion or request pertaining to the operation of the Club shall bring said complaint, suggestion or request to the next regular committee meeting.
- i) The Management Committee may fill any vacancies on the Board that may arise during the year, from among duly qualified members of the Club. Such appointments shall be valid until the next Annual General Meeting of the Club.

See Appendix A attached for specific duties of the members of the Management Committee.

Article VI. MEMBERSHIP

- a) The Management Committee shall determine the maximum number of members, with the objective of providing tennis facilities to all persons who wish to use them, within the constraints of avoiding overcrowding and undue delay in obtaining court time.
- b) Membership shall be open to all, subject to the following priorities:
 - 1) First priority shall be given to existing members and to Cedar Park area residents; this area is bound by Highway 20, St. John's Blvd, Cartier Avenue and Lac St. Louis.
 - 2) Second priority shall be given to applicants from the same household as existing members.
 - 3) Third priority shall be given to residents of the City.
- c) The Management Committee shall determine membership dues prior to the opening of each season. No person may use the tennis facilities until their dues are paid in full for the current year.
- d) The following categories of membership shall be offered:
 - 1) Family: an adult male and/or adult female, together with any children whose ages fall into the Junior or Intermediate category, all living in the same residence.
 - 2) Adult: between 25 and 64 years of age in the current calendar year.
 - 3) Senior: 65 years or older in the calendar year.
 - 4) Intermediate: between 18 and 24 years of age in the current calendar year.
 - 5) Junior: at least 9 years old, but not 18 years or over in the current calendar year.
 - 6) Mini-member: between 5 and 8 years old and must always be accompanied by a parent or responsible adult of the family.
 - 7) Honorary membership. A one-year or a lifetime membership conferred upon an individual by the Management Committee as an expression of appreciation for past services to the Club.
 - 8) A member who becomes incapacitated during the season will be given a pro-rated credit applied to the following year, upon receipt of a doctor's letter, minus a 10% administration fee.

- 9) Mid-season memberships will be available effective August 01 and 50% of the full membership fee will be charged, no other pro-rating will be permitted.

Article VII. DUTIES OF THE BOARD OF DIRECTORS

- a) The Board of Directors shall have full management and control of all property, effects and assets of the Club
- b) Unless authorized by a vote at a General Meeting, the Board of Directors shall not undertake any project that would result in the expenditure of more than 50% of the available funds. The available funds are defined as that money belonging to the Club at the end of the preceding fiscal year of the Club.
- c) The Board of Directors shall enforce the Constitution and By-Laws and institute regulations as it shall deem expedient for the proper conduct of the Club. Any change made to the regulations of the Club shall be prominently displayed in the chalet.
- d) The Board of Directors shall oversee the Management Committee, who has the responsibility of managing the operations of the Club. The board of Directors may change the composition of the members of the Management Committee and, expand or consolidate responsibilities of individual positions from time to time as it sees fit. In so doing it must ensure job descriptions reflect current assigned responsibilities.
- e) The Board of Directors shall meet at least two times during the year. They may also deem any Management Committee meeting at which at least three members of the Board attended to have been a Board of Directors meeting.

Article VIII. NOMINATING COMMITTEE

- a) The Past President shall assume the role of Chairman of the Nominating Committee and shall draw up a slate of nominees to fill the Board of Directors and Management Committee positions for the following year.
- b) Members of the Board of Directors and Management Committee may be nominated for re-election without limit except for the President who may not serve more than two consecutive years in this capacity.
- c) The names of candidates will be given to the Secretary who shall post them in the chalet at least two weeks before the Annual General Meeting.
- d) Further nominations may be received from the floor of the Annual General Meeting provided the nominee is present and accepts the nomination.
- e) The nominating committee shall act as scrutinizers and supervise the counting of votes at the Annual General Meeting.

Article IX. MEETINGS

- f) The Annual General Meeting of the Club shall take place not later than October 15 each year. It shall be open to all adult members of the Club, all of whom are entitled to one vote or to be nominated for office. Notice of meeting should be posted in the chalet at

- least 3 weeks prior to the meeting. A quorum of 20 members is required and a simple majority vote will prevail, except for changes to the constitution for which a two-thirds majority is required.
- g) The President may call a Special General Meeting whenever requested to do so in writing by any 20 adult members, or as called for by the Management Committee. A quorum of 20 members is required. A notice calling for such a meeting must be posted at the chalet at least one week prior to the meeting. If the meeting is not held between May 15 and October 15 then notice must be made in the local newspaper or by mail to all adult members. The notice shall state the objective of the meeting, and this shall be the only item discussed and voted upon at the meeting.
 - h) A Management Committee Meeting shall be called by the President as he deems necessary or at the request of any two Management Committee members. A quorum of five (5) members is required. Notice of the Management Committee Meeting shall be given to all members by the Secretary at least three full days before the meeting. A simple majority vote will prevail.

Article X. GENERAL

a) Removal from Office

Any member of the Board of Directors or Management Committee may be removed from office for negligence and/or dereliction of duty, and/or for any other just cause, by a majority vote of the Board of Directors and separately, the Management Committee.

b) Expulsion or Suspension of Members

Upon written complaint of any member or employee of the Club, the Management Committee may, after careful consideration, expel from the Club or suspend from all the rights and privileges of the Club, for any definite or indefinite period of time, any member who has broken any of the By-Laws or regulations of the Club, or has committed any offense which, in the opinion of the Management Committee, is likely to bring discredit upon the Club, or be detrimental to the comfort of its members.

The member so complained against must have been previously notified by the Secretary to attend a meeting of the Management Committee to hear such complaint and submit any defense the member may have.

Should such member fail or neglect to appear at this meeting, the Committee may proceed to consider the case. The Secretary shall transmit the decision of the Management Committee, orally or in writing, to the member.

Any member so expelled or suspended may, within a delay of not more than ten days from the date so notified of the expulsion or suspension, appeal such action of the Management

Committee to a Special General Meeting of the Club, such purpose being supported by a petition signed by not less than 20 adult members.

c) Re-instatements

The Management Committee may, in its discretion and under any and such conditions as it may prescribe, re-instate to good standing any member who has been expelled or suspended.

d) Resignations

All resignations from any appointed office must be submitted to the Secretary. A resignation so accepted shall not exempt the member from any financial obligations to the Club that he may have incurred.

e) Audit of Accounts

The fiscal year of the Club shall end on December 31. An audit of accounts may be called for by a majority vote at the Annual General Meeting or at any Management Committee meeting, in which case an auditor shall be appointed who is not a Management Committee member.

The auditor's report shall be submitted to the Management Committee and posted in the chalet.

f) Liability of Club, Officers, Members and Employees

In the event of any personal property of any member, employee or guest of the Club, being lost, stolen, burned or damaged, or such person or persons being accidentally injured anywhere in or about the premises or grounds of the Club, the Club shall not be liable for any loss or injury thereby sustained, even though such loss or injury was caused, or may have been caused by defects in the plant, equipment, or other property of the Club, or by the fault, incompetence, or negligence of the officers, members, or employees of the Club.

g) Gender

Through this document, wherever pronouns are used to imply the masculine gender then the feminine gender shall also apply. Likewise, the masculine gender shall also apply where feminine pronouns are used.

h) Amendments to Constitution and By-laws

The present Constitution and By-Laws may be amended at the Annual General Meeting or at any Special General Meeting called for that purpose. No amendments or additions shall become effective unless adopted by a two-thirds majority of the votes of the members present at the meeting; a quorum consists of 20 adult members.

- 1) Originally approved with incorporation of Tennis Clearpoint Inc. on July 20, 2001.

- 2) Amendments adopted at Annual General Meetings from 2001 – 2004 and transcribed into the Constitution at a Management Committee meeting of September 1, 2005.
- 3) Amendments adopted at Annual General Meeting in September 2008.

Appendix A JOB DESCRIPTIONS OF THE MANAGEMENT COMMITTEE

a) President

- 1) The President shall schedule, order, organize the agenda and preside over all meetings.
- 2) He/she shall order Special Meetings of the Club whenever requested to do so in writing by any 20 adult members, or as called for by the Board of Directors.
- 3) The President shall have no vote at any meeting of the Board of Directors or general membership except when there is a tie, when he/she shall cast the deciding vote.
- 4) The President shall be the principal representative of the Club with the City of Pointe-Claire and is responsible to ensure the City is aware of all important issues facing the Club and to encourage the City to provide maximum assistance where needed.

b) Past President

- 1) The Past President shall act in an advisory capacity to the President and is Chairman of the Nominating Committee responsible for tabling a proposed slate of Management Committee members for the next year.

c) Vice-President

- 1) The Vice-President shall, in the absence of the President, act in his place, and undertake any activities delegated to him/her by the President.

d) Secretary

- 1) Prepare and keep the minutes of all meetings of the Club and the Board of Directors and distribute them to all members of the Board of Directors.
- 2) Issue notices of all meetings.
- 3) Keep copies of all correspondence and reports in connection with Club business, and, when requested, provide copies of said reports and correspondence to all Club officers.
- 4) Prepare a list of the Board of Directors and Management Committee each year; a copy of this list to be given to each member of the committee, a copy to be posted in the chalet and a copy to be sent to the recreational department of the City.
- 5) Issue copies of the Constitution and By-Laws to all newly elected officers of the Club.

- 6) Maintain a supply of Club stationery as necessary.
- e) Treasurer
- 1) Supervise the financial affairs of the Club, maintain an adequate accounting system and brief the Management Committee as to the status of finances when requested.
 - 2) Receive all monies due to the Club and keep a correct account of same.
 - 3) Pay all bills for expenses properly incurred by the Club and keep a correct account of it. Payments shall be made by cheque that requires the combined signature of any two of: the Treasurer, President, and at least one other executive officer determined by the committee.
 - 4) Invest surplus funds of the Club towards the maximum benefit to the Club with due regard to that portion to be retained in a current bank account and that to be invested.
 - 5) Present at the Annual General Meeting financial statements accounting for all revenue and disbursement and showing the financial situation of the Club at the most recently completed December 31st year end, and, provide interim financial statements for the year in progress.
 - 6) Manage any payroll of the Club including issuance of cheques, deductions at source and filing of necessary forms to various government offices.
- f) Maintenance Director
- 1) The Maintenance Director is responsible for the administration of work pertaining to the tennis courts and chalet together with their associated fixtures and equipment.
 - 2) Prepare and enter into a contract on behalf of the Club to have courts prepared and ready for play as soon as possible in the spring.
 - 3) Hire and supervise persons to provide day-to-day maintenance for courts and clubhouse; draw up a regular maintenance schedule
 - 4) Assume responsibility for determining if the tennis courts are fit for play.
 - 5) Liaise with the proper City authorities concerning repairs and modifications to land, fences, chalet structure and benches that belong to them, as well as the supply of water and electricity, including replacement of overhead lights on the courts and lights in and around the chalet.
 - 6) Issue locks and keys for the chalet and courts to the Management Committee and maintenance crew as directed by the President, and retrieve them at season's end from those no longer requiring them.
 - 7) At the end of the season, schedule and supervise the removal of nets and posts, locking up of Club equipment and, in general, closing down the facilities.
 - 8) The Maintenance Director's jurisdiction includes:
 - The playing surface of the courts themselves.
 - The nets, posts, lines and lights.

- The sprinkler and hose systems, motorized and hand-pulled rollers, brushes, sweepers, umpire's chair, tools and miscellaneous small hardware.
- The notice boards, chairs, tables and other chalet furniture, and kitchen appliances.

g) Membership Director

- 1) Prepare and mail membership package.
- 2) Process application forms and give money to the Treasurer.
- 3) Prepare name tags for the player's waiting board.
- 4) Maintain membership records by categories of type of membership, residence, email address, gender and any other statistic requested by the president. .
- 5) Prepare a membership directory and ensure one copy is in the chalet.
- 6) Prepare and update a waiting list, if required.
- 7) Report to the Management Committee on status of membership, non-payment of fees, etc.

h) Junior Program Director

- 1) In conjunction with the President or other appointed Management Committee member(s), enter into a contract with a teaching professional.
- 2) Organize the Junior Program, including lessons, tournaments and social events, including the Parent/Child Round Robin.
- 3) Monitor junior activities and ensure that junior rights are being upheld and recommend to the President those juniors who may be eligible for senior privileges.
- 4) Obtain details of local interclub, provincial and regional tournaments, encourage participation by Clearpoint juniors and organize transportation for them.

i) Tournament Director

- 1) The Tournament Director shall organize and direct all intra club tournaments for the adult members, preparing and posting the necessary draw sheets and score sheets. He shall arrange for club trophies to be engraved and purchase tournament awards
- 2) The Tournament Director is also responsible for organizing all on-court play for weekend social round robin events, including notices, name tags or prizes if required, and coordination with Social Director re refreshments.

j) Social Director

- 1) Organize the refreshments as required for all club functions.
- 2) Ensure that all kitchen appliances are in working order and recommend repair or replacement.