

**PRINCE EDWARD ISLAND TENNIS ASSOCIATION**

**INCORPORATED 1983**

**CONSTITUTION AND BYLAWS**

**January 2025**

**DRAFT**

**BY-LAWS**

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## ARTICLE 1

### INTERPRETATION

- (a) The name of the organization will be the “Prince Edward Island Tennis Association Inc”, hereinafter referred to as the “Association”. The Association shall be the governing body for Tennis PEI.
- (b) The Association will be a non-profit and non-sectarian organization.
- (c) No individual or organization acting under the jurisdiction of the Association shall deny membership to, or expel, any party without just cause or upon grounds that are determined by the Association to be arbitrary.
- (d) The Association may publish rules as By-Laws, Rules, Regulations, Policies, Procedures or Laws that:
- i) are adopted by the Association.
  - ii) are distributed to all members of the Association.
  - iii) shall not violate an individual’s rights or freedom except as may be required to protect the rights and freedom of any individual end to ensure the stability of the basic structure of tennis, and
  - iv) shall not be modified without.
    - a) the advice of any committee established to administer the area affected by the rule, and
    - b) consulting the membership
- (e) Registered individuals and organizations shall act in accordance with published rules.
- (f) When interpreting any published rule or by-law the words:

Association means Prince Edward Island Tennis Association Inc.

Appeal means the process followed in accordance with published rules when a decision is unacceptable to an individual or organization.

Approved by the Membership means the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any general meeting as convened by the Association.

Auditor means the organization and/or individual(s) that upon request by the President or Treasurer conducts a third-party review of the accounts of the Association and ascertains the correctness of the financial statements of the Association.

BTC means Building Tennis Communities.

Board of Directors means Officers of the Association which includes the President, Vice President, Treasurer, Secretary, as well as all other elected Directors.

Clinic means one or more session(s) designed to develop and improve the skill or knowledge of the participants in any aspect of tennis.

Club means any organized group of persons associated for the purpose of tennis, properly constituted and registered as a member of Tennis Canada and the Association.

Committee means a committee of the Association.

Decision means a governing organization's compliance or noncompliance in implementing published rules as required.

Delegate means an individual qualified to take part in and vote at a general or special meeting.

Discipline means the process followed in accordance with published rules to establish if an individual or organization has committed an offence.

Executive Committee means the President, the immediate Past President, the Vice-President, the Secretary, the Treasurer and the Executive Director (nonvoting member).

Executive Director means the employee of the Association responsible for the day-to-day administration of the affairs of the Association.

Officer means an individual elected to serve in an Officer position pursuant to these Bylaws.

Official means an individual who is registered with the Association to officiate at tournaments/events.

Hearing panel means those individuals appointed by the governing organization to deal with discipline and appeals.

Host means the governing organization responsible for a Competition.

Member means person, coach, or official who **has paid annual dues**.

Official means an individual who is registered with the Association to be responsible for a team and includes coaches, manager, and trainer but is not restricted only to these officials.

Officers of the Association means duly elected officials and include the President, Vice President, Secretary, Treasurer and Past President.

Policy means a set of guidelines adopted by the Board of Directors interpreting the intent of these Bylaws.

Procedure means a set of requirements adopted by the Board of Directors to implement a Policy.

Receipted request means a written request by registered mail, certified mail or trace mail by courier service with the correct fee, if required, in the form of recorded payment.

Recorded payment means a cheque or money order made payable to the Association.

Registered means that an individual or organization is named on the register of the Association in accordance with published rules.

Scrutinizer means someone to act as a third party independent of TPEI and evaluate the ballots

Standing Committees means the appointed heads of Grow Recreational Play; Grow Competitive Play; Improve Access to Resources, Spaces and Courts; Strengthen Shareholders Relationships; Improve Organizational Effectiveness.

TDC means Tennis Development Centres.

Technical Director means the employee of the Association responsible technical development of the sport, including the training of the junior players.

Voting Member – a member who is 18 years or older

## **ARTICLE 2**

### **OBJECTIVES**

The objectives of the Association shall be:

- (a) To serve as the official regulating and operating body of tennis throughout the Province of Prince Edward Island.
- (b) To teach and encourage fair play and sportsmanship with emphasis on the enhancement of good character and citizenship.
- (c) To provide competition for all athletes desiring to participate in the sport of tennis, giving due consideration to their individual capabilities and interests.
- (d) To promote, administer and develop the sport of competitive tennis throughout the Province of Prince Edward Island.
- (e) To exercise supervision and direction over its members, including athletes, coaches, officials, parents, administrators and spectators.
- (f) To ensure that all members have the opportunity of presenting and having their views heard.
- (g) To provide support and opportunity for athletes, coaches, officials and administrators to improve and upgrade their skills.
- (h) To actively promote and support the objectives and policies of the Association and Tennis Canada.
- (i) To make all reasonable effort to ensure that tennis on PEI is competitive at both Regional, National and International levels.
- (j) To actively promote tennis as a fun, enjoyable, lifelong sport, that can provide positive experiences for all those involved.

## **ARTICLE 3**

### **HEAD OFFICE AND FISCAL YEAR**

- (a) The Association shall be incorporated with its head office in the City of Charlottetown in the Province of Prince Edward Island.
- (b) The fiscal year of the Association shall be the one-year period ending December 31<sup>st</sup>.

## ARTICLE 4

### MEMBERSHIP & AFFILIATION

- (a) This Association shall be under the jurisdiction of and affiliated with Tennis Canada.
- (b) Membership in the Association shall be open to all tennis players, ~~clubs~~, coaches, officials and interested parties who reside in the province of Prince Edward Island and/or who wish to participate in sanctioned provincial and national competitive tennis.
- (c) Every member of the Association shall uphold the constitution and comply with the bylaws, and rules and regulations of the Association.
- (d) The annual membership fee shall be determined at each Annual General Meeting of the Association.
- (e) Any member may terminate their membership in the Association by notifying the Board of Directors in writing **to that** effect.
- (f) Membership into the Association shall include two (2) classes of members:
  - 1) Full membership-through individual payment of membership fees either directly or through club membership.
- (g) The Board of Directors may terminate the membership of any member of the corporation, if:
  - 1) Such member, in the opinion of the majority of the membership, ceases to be eligible or;
  - 2) Such member has failed to pay any dues or expenses levied against that member.
  - 3) Such member, in the opinion of the Board of Directors, has done anything deemed to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or who wilfully commits a breach of the constitution and bylaws of the corporation.
- (h) Each Club **affiliated** with this Association shall be duly constituted and required to present to the Association, a financial statement and annual report of its standing, within one month after the date of their Annual General Meeting of said Club, along with a copy of its Constitution if any changes have been made.
- (i) Only members of the Association shall be eligible to compete in any closed tournament. A person who is not a resident of PEI shall be eligible to compete in any "open" tournament if he/she is a member in good standing of a recognized tennis association.

## ARTICLE 5

### VOTING

- (a) Only **members 18 and over and in** good standing shall be entitled to vote.
- (b) The President shall have only a casting vote where necessary to break a tie.
- (c) Motions put forward for debate shall be determined by a simple majority of the total votes cast.
- (d) In the event an employee is requested to attend **board and** or Executive meetings, he/she shall have a voice but no vote at any meeting.

(e) At all meetings of the Association, voting shall be by a show of hands unless a poll is requested. Decisions shall be reached by a simple majority unless otherwise required by the By-Laws of the Association.

(f) Where a poll has been requested, the President shall provide his/her vote in confidence to the scrutinizer at the same time as everyone else votes. The scrutinizer shall use the President's vote only in the event of a tie and it will not become public knowledge how his/her vote was used.

(g) Every voting person shall have one vote, and all votes shall be given personally with no proxy votes being accepted at any meeting.

## ARTICLE 6

### MEETINGS

(a) Meetings shall be conducted in accordance with Robert's Rules of Order in so far as they apply.

(b) For Annual General Meetings at least fifteen days (15) days prior notice shall be given to all members in good standing on the Board in writing; to all other members by official notice through e-mail or website notification, and to the public through press releases.

(c) No person shall be nominated for a position of Officer of this Association if he/she is not present at the annual meeting, unless he/she has given notice in writing of his/her willingness to accept nomination.

(d) The Annual General Meeting shall take place no later than the last week **of January** each year.

(e) Only members in good standing shall be entitled to be represented at any meeting of the Association.

(f) The order of business at the Annual General Meeting shall be:

(i) Roll Call, Credentials.

(ii) Minutes of Previous Meeting.

(iii) Business Arising from the Minutes.

(iv) Communications.

(v) Reports

A. President's Report

B. Treasurer's Report

C. Executive Director's Report

D. Technical Director's Report

E. Special Reports

(vi) Consideration of Amendments to the Constitution.

(vii) Election of Board Members.

(viii) Approval of Budget.

(ix) New Business.

(x) Date of Next meeting.

(xi) Adjournment.

## ARTICLE 7

### BOARD OF DIRECTORS & DUTIES

- (a) The affairs of Tennis PEI shall be managed by a maximum of 12 Board of Directors inclusive of the President, the Vice President, the Secretary, and the Treasurer and designated Directors.
- (b) Directors shall attend all general, special, and executive meetings, and shall represent the Association at all meetings.
- (c) The Board of Directors shall meet at least quarterly and have full power to conduct all business on behalf of the Association. The Board shall have power to do all such things as in their opinion may be necessary to carry out effectively, the objectives of the Association as well as discretionary power in the filling of any vacancy in all elected offices. Those persons appointed to fill a vacancy shall serve for the unexpired term of the office of the person being replaced.
- (d) The Board of Directors shall have the power to enact general rules and regulations for the management and control of the Association and its members.
- (e) Members will be notified by publication on the Tennis PEI website of any changes to the Rules and Regulations as passed by the Board of Directors within 15 days of approval.
- (f) The Board of Directors shall assist in establishing the duties of an Executive Director.
- (g) Officers and Directors shall serve without remuneration, except that they shall be reimbursed travel and accommodation costs while representing the Association on official business.
- (h) Board members may only miss a maximum of (3) board meetings throughout the year unless due to special circumstances as approved by the Executive. If a board member misses 3 board meetings, the Executive may ask for that board member's resignation and replace with a new board member.

## ARTICLE 8

### EXECUTIVE COMMITTEE

- (a) The Executive Committee may have all the powers of the Board of Directors between Board meetings, but such powers shall only be exercised when, in the opinion of the President, it is necessary or expedient to make an immediate decision.
- (b) Any decisions reached, or actions taken by the Executive Committee shall be reported to the next meeting of the Board and will be recorded in the minutes.
- (c) Each member of the Executive Committee shall have one vote at any Executive Committee meeting and only in the event of a tie shall the President vote.
- (d) A minimum of twenty-four (24) hours' notice shall be given by the Secretary for each Executive Committee meeting.
- (e) Three (3) voting members of the Executive Committee shall constitute a quorum.
- (f) Signing officers will be the Executive committee as approved by the Board



## ARTICLE 9

### POWERS AND DUTIES OF THE OFFICERS (EXECUTIVE COMMITTEE)

Powers and Duties of Officers: The board may from time to time specify the duties of each officer, delegate to him powers to manage any business or affairs of the Corporation (including the power to sub-delegate) and change such duties and powers, all insofar as not prohibited by the Act. The board may appoint officers to fill the following offices, whose duties and powers, respectively, shall be

- (a) *President:* -The president shall be the chief executive officer of the Association/ Corporation and shall have, subject to the authority of the board and the supervision of the chair, general management and direction of the operations of the Association/Corporation.
- (b) *Vice-President:* The vice-president shall exercise such powers and discharge such duties as the board or president may prescribe from time to time. During the absence or disability of the president and when no president is appointed his powers may be exercised and his duties may be discharged by the vice-president-
- (c) *Executive Director:* The Executive Director shall have, subject to the authority of the board and the supervision of the president, general supervision of the business and affairs of the Association/Corporation related to his function and the power to appoint and remove any and all employees and agents of the Association/Corporation related to his function who are not appointed by the board and to settle the terms of their employment and remuneration. In addition, he shall exercise such other powers and discharge such other duties as the board or president may prescribe from time to time.
- (d) *Secretary:* The secretary shall attend and act as secretary of all meetings of the board, its committees and of the shareholders. He shall send or cause to be sent all notices and documents the Association/Corporation is required to send to shareholders, directors, the auditor, the Director and governmental or regulatory bodies or agencies. He shall prepare or cause to be prepared all lists of shareholders and all registers and records (other than accounting records) required under the Act (and any other legislation applicable to the Association/Corporation) and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association/Corporation except to the extent that some other person has been appointed for that purpose, and of the stamp used for affixing the corporate seal, if any, of the Corporation. He shall also exercise such other powers and discharge such other duties as the board or president may prescribe from time to time.
- (e) *Treasurer:* The treasurer, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Association/Corporation. Whenever required he shall render to the board an account of his transactions as treasurer and report to and advise the board on the financial position and requirements of the Association/Corporation and the results of its operation. He shall also exercise such other powers and discharge such other duties as the board or president may prescribe from time to time. If there is no vice-president, finance or Chief Financial Officer, the treasurer shall be the chief financial officer for the Corporation.

f) Past President: Shall attend all general, special, and executive meetings in an advisory capacity only. He/She may carry out other duties/projects as requested by the Board of Directors. **The Past President shall have no voting rights on the Board of Directors.**

## **ARTICLE 10**

### **ELECTION OF BOARD OF DIRECTORS**

(a) All Officers of the Association shall be elected for a two-year term, until their successors are elected at the AGM. (Officers may be re-elected and serve for only two consecutive terms)

(b) The Directors of the Board shall hold office for a term of **two years** only but shall continue to hold office until their successors are elected. (Board members shall themselves be eligible for re-election);

(c) All vacancies occurring in the Board during the term of office shall be filled by appointment by the Board of Directors

(d) Six weeks prior to the Annual General Meeting, the Board of Directors shall appoint from amongst its members, a nominating committee of at least one person who shall be responsible for putting forth a slate of names of Candidates for each position requiring election.

(e) Nominations may be made from the floor.

(f) No person shall hold office as a member of the Board unless he/she is a member of Tennis PEI.

(g) The office of Past President shall be filled only by the former President upon the election of a new President. The position shall be filled for a period of only two years following election of a new president. If a current president is re-elected for a second or subsequent term, the position of Past President ceases to exist until the current President either resigns or is not re-elected.

(h) The removal from office of any member of the Executive shall require a three-quarter vote of those present at an annual or special meeting called for that purpose.

(i) Any candidate running for election for a position on the Board of Directors shall be given a maximum 5 minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.

**(j) Board Directors may serve on any other Tennis Club Executive at the time of election to the Association Board of Directors. However, no Director shall be eligible for election as an officer if they are an Officer of any other tennis club on PEI.**

(j) Members who have not attained the age of 18 may not hold an Executive Office position.

## ARTICLE 11

### COMMITTEES OF THE BOARD

#### Safe Sport Committee.

The Safe Sport Committee is composed of 2 Directors of the Board designated as Co-Chairs and an additional board member. The Safe Sport Committee may choose to appoint three (3) individuals from the board to serve as a Discipline Committee or alternatively act as the Discipline Committee. Decisions of the Safe Sport committee or Discipline Committee will be by majority vote. The Safe Sport Committee/Discipline committee appointed to handle a complaint or incident must be unbiased and not in a conflict-of-interest situation.

All members of the Association shall be subject to the jurisdiction of the discipline procedures of the Association for breach of rules of player conduct adopted by the Association, or for any practice detrimental to the interests of the game of tennis.

The Safe Sport/Discipline Committee may make such decisions and impose such penalties as it may deem fit including, without limitation, expulsion from the Association, suspension of membership from the Association, suspension from any of the activities of the Association.

A person affected by a decision of the Discipline Committee may within (7) seven days after the date of the written notice of the Discipline Committee, appeal the decision of the Discipline Committee to the Executive Committee, by notice in writing mailed or delivered to the Secretary of the Association within such time.

Nothing set out above shall in any way restrict the jurisdiction of the officials of a tournament or competition regarding disciplining competitors in such tournament or competition, by way of suspension from all or a portion of further play in such tournament or such competition, or by way of withholding prizes.

#### Nominating Committee

There shall be a nominating Committee who make nominations for the office of President, Vice-President, Secretary, Treasurer and Directors to be voted at the Annual General Meeting.

#### Other Committees

From time to time the board may also appoint from among its number one or more other committees, a majority of each of which shall be resident Canadians except as permitted by the Act. Each committee may exercise those powers lawfully delegated to it by the board under the Act.

#### Procedure

The members of each committee shall hold office while directors during the pleasure of the board or until their successors shall have been appointed. The board may fill any vacancy in a committee from among the directors. Unless otherwise determined by the board or by any other legislation applicable to the Corporation, each committee may fix its quorum, elect its chair and adopt rules to regulate its procedure.

## **ARTICLE 12**

### **AMENDMENT OF BYLAWS & RULES AND REGULATIONS**

- (a) No addition, amendment, or alteration shall be made in any part of the bylaws of the Association except at the Annual General Meeting or at a Special General Meeting of the Association called for that purpose.
- (b) No addition, amendment, or alteration to the bylaws shall be in order unless notice thereof has been duly given to the Secretary of the Association and the membership at least fifteen (15) days before the date fixed for the Annual General Meeting or for a Special General Meeting (7 days) called for that purpose.
- (c) Additions and amendments to the bylaws may be adopted by a two-thirds vote of the members in good standing present at such meeting.
- (d) The Association must annually complete Provincial Form 25 (Annual Return for Part II (Non-Profit Companies)) showing the names and addresses of the Officers and Directors). A copy of the new Constitution, if any changes were made should be attached at that time.
- (e) Where no specific guidance is contained herein, the Tennis Canada Constitution will govern. Any changes to the Tennis Canada Constitution shall alter relevant sections of this Constitution, except where prohibited by the Companies Act, R.S.P.E.I., 1974, c. , and only after compliance with the requirements of paragraph (e) of Article 11, herein and it shall be the duty of the Secretary to notify the membership in writing of such changes when they occur”.
- (f) The General Rules and Regulations for Management and Control may be amended, altered or repealed in whole or in part at any meeting of the Board of Directors by simple majority.

## **ARTICLE 13**

### **AUDITOR**

- (a) A person or company shall be appointed to conduct a third-party review of the accounts of the Association and provide a statement of the review to the Annual General Meeting for the following season.
- (b) The financial year shall be from January 1 to December 31 inclusive.

## **ARTICLE 14**

### **DISSOLUTION**

- (a) It is specifically provided that in the event of dissolution or the winding up of The Association all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

## **ARTICLE 15**

### **INDEMNITY**

(a) Every Member of the Board of Directors, or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglects or defaults.