



A by-law relating generally to the conduct
of the affairs of the InterCounty Tennis Association
(the “Association”)

BE IT ENACTED as a by-law of the Association as follows:

1. Definition

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

“**Act**” means the *Canada Not-For-Profit Associations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**AGM**” means annual general meeting;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“**Board**” means the board of directors of the Association and “director” means a member of the board; all officers shall be board members and shall, accordingly, attend all board meetings in person, or, alternatively, by telephone, electronic or other communication facility; Directors and officers’ insurance shall be taken out to insure them. They shall each sign a Code of Conduct, Conflict of Interest & Confidentiality document;

“**By-law**” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

“**Captain**” means the individual appointed by his or her Club for the purpose of administering his or her Team’s participation in a League;

“**Club Representative**” means the individual duly appointed by his or her Club to represent the Club in its dealings with the Association, including to vote on the Club’s behalf; a Club Representative will be recognized as such if designated by the Club’s president or other person with authority to make such designation;

“**Division**” means the geographical area into which a Level is divided and into which Teams are grouped;

“**Division Chair**” means the individual duly appointed by a League Director to assist with management of a Division;

“**Fixture**” means a series of Matches between two Teams;

“**ICTA**” means the InterCounty Tennis Association;

“**League**” means the Mixed League, Ladies League, Junior League or +55 League, as the case may be;



“**League Director**” means the board officer responsible for the overall management of his or her League, including the assignment and scheduling of Teams, communication with the League and facilitation of the weekly operation of the League by working with the Division Chairs;

“**Level**” means the Level of play in a League;

“**Match**” means any individual match played as a part of a Fixture;

“**Meeting of members**” includes a semi-annual meeting of members (at a Spring AGM, not to be held later than the first week of April, and Fall AGM, not to be held later than November 30th, respectively) or a special meeting of members; “special meeting of members” means a meeting of all members entitled to vote at an AGM;

“**Members**” shall be organized tennis Clubs, organized Clubs having tennis sections and any other organization which charges its members an annual fee in payment for the availability of tennis facilities and services relating thereto; they shall be entitled to notice of and to vote at meetings of Members of the Association; and they shall pay annual dues to the Association in accordance with the provisions of the by-laws of the Association ; Clubs will update, as necessary, Club profiles, Club Representatives, presidents, Teams and Captains’ names, phone numbers and email addresses. After the Spring AGM Clubs may only add or delete Teams at the discretion of the respective League Director;

“**Officers**” shall have the meaning set out in Section 36;

“**Ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**OTA**” means the Ontario Tennis Association;

“**Player**” is a current paid Club member from the date of his or her first Match;

“**Promotion**” means the advancement of a Team to the Level immediately above;

“**Proposal**” means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**Relegation**” means the demotion of a Team to the Level immediately below;

“**Roster**” means the complete list of eligible Players on a Team;

“**Season**” means the period of time commencing the date of the first League Fixture and ending on the date of the last League Fixture, both as published on the ICTA Website;

“**Special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;



“**Team**” means, collectively, those Players who participate, or, by virtue of being listed on the Team’s Roster, are eligible to participate in a Fixture;

“**Tenniscores**” means the official scoring and scheduling website of the Association, available by clicking through the ICTA Website;

“**Tennis Canada, Rules of The Court**” means the Tennis Canada Rule book, Rules of The Court, including, but not limited to, The Code: Guidelines for Unofficial Matches, as amended from time to time;

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Name

The Association shall be called the “InterCounty Tennis Association” and may be referred to as “the Association” or the “ICTA”. The Association website shall be www.intercountytennis.com.

4. Leagues

- (a) There are four Leagues: Junior, Ladies, Mixed and +55. Clubs enter Teams in Leagues and, at the League Director’s discretion, may enter multiple Teams in a particular League. Clubs seeking to add a Team shall receive the consent of the League Director for that League.
- (b) Leagues are divided into skill Levels. Subject to the League Director’s discretion, new Teams will begin at the lowest skill Level.
- (c) Each League has a League Director and shall have Division Chairs. Clubs and Teams shall be bound by their decisions, and, in evaluating such decisions, shall recognize the volunteer nature of the positions and the time constraints placed upon such persons. Clubs shall have a right of appeal from such decisions, as set out herein.
- (d) Successful Teams may qualify for a year-end tournament following the conclusion of the regular Season.

5. Waiver of Claims

Clubs, Teams, Players and Captains acknowledge the risks associated with playing competitive tennis, accept those risks voluntarily, and, in consideration of their participation, assume all risks for bodily injury, waive all claims for injury and property damage and release and hold harmless the board, the members, the host facility, their officials, employees and agents with respect to any injury or loss caused by negligence or otherwise to the fullest extent permitted by law. Clubs shall indemnify the Association for any claims brought by Teams, Players and Captains.



6. Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

7. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President or Vice President and one other officer or director. In addition, the board may from time to time direct the manner in which and the person or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

8. Financial Year

The financial year end of the Association shall be December 31st.

9. Finances

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

10. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Association may from time to time:

- i. borrow money on the credit of the Association;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.



11. Annual Financial Statements

The Association shall post to the website not less than fourteen (14) days prior to the Spring AGM a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act.

12. Purpose / Compliance:

The purpose of the Association shall be to encourage and promote tennis activities, through the organization of intercounty regional Team play and to otherwise carry on such other activities as are reasonably incidental to or in furtherance of such purposes.

Clubs, Teams, Players and Captains shall comply with these by-laws, their respective League Regulations; the Rules of The Court; and shall adhere to standards of good conduct, fair play and sportsmanship.

13. Membership Conditions

There shall be one class of members in the Association. Membership in the Association shall be available only to Clubs interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association pursuant to Article 14, below. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

14. Membership Eligibility

To be eligible for membership, Clubs:

- (a) shall be situated in the Greater Toronto Area (defined to mean the City of Toronto and the Regional Municipalities of Halton, Peel, York and Durham) or, at the board's discretion, reasonable proximity thereof (the "Area");
- (b) shall pay dues once per year, at the Spring AGM, in an amount to be recommended by the board and voted on by the members, together with such other charges or amounts that may be levied;
- (c) if new to the Association or if absent for more than five years or if denied membership in a previous year, shall appear at an AGM (Spring or Fall) and receive the approval of the members;
- (d) if absent for a period of one to five years, shall receive the approval of the board;
- (e) shall have:
 - i. a register of paid members, to be made available upon request to the board;
 - ii. the requisite minimum number of tennis courts in good repair, as determined by the particular League;
 - iii. washrooms; and
 - iv. lights for evening play, if applicable.



- (f) Clubs who have complied with the above shall be deemed to be in good standing and shall have all rights and privileges incidental to such membership, including the right to vote, to enter Teams and to participate in Fixtures. Subject to payment of annual dues, the membership term shall commence at the Spring AGM and, subject to Section 20, continue until 1 minute prior to the following Spring AGM.

15. Fees and Fines

- (a) Club membership and Team fees / fines shall be determined at the Fall AGM or at such other time as determined by the board.
- (b) All fees must be paid and all Club information sheets updated by the end of the Spring AGM of each calendar year. Clubs which have not paid Club and/or Team fees/fines by this date and have not submitted up to date information sheets are subject, at the discretion of the board, to either one of the following:
 - i. be assessed a late entry fee of \$50.00 or ii.
 - be denied membership for that year.
- (c) If a Club withdraws a Team after the Spring AGM, it shall pay, at the discretion of the board, a \$50.00 fine before its privileges can be reinstated.
- (d) The Treasurer shall report at each AGM the names of Clubs which have been assessed late fees and fines as a result of withdrawals.

16. Membership Transferability

A membership may only be transferred to the Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

17. Notice of Members' Meeting / Procedure

- (a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting not less than fourteen (14) days prior to such meeting, by posting same to the website and by emailing such notice to all members.
- (b) The Notice of AGM shall indicate or contain:
 - i. Date, time and location of AGM
 - ii. Minutes of last AGM
 - iii. Meeting Agenda
 - iv. Financial statements, if required
 - v. Other documents as required, including the text of any proposed motions
- (c) The date and time of the next AGM shall be established at each AGM.
- (d) Procedure at AGMs shall be governed by Robert's Rules of Order Newly Revised.
- (e) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.



18. League Meetings

Each League Director shall convene a meeting of all Division Chairs at the end of the Season, and before the Fall AGM, for the purpose of reviewing the year's play, reviewing complaints and making recommendations for the respective League regulations at the Fall AGM.

19. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

20. Termination of Membership

A membership in the Association is terminated when:

- (a) the member is expelled or its membership is otherwise terminated in accordance with the articles or by-laws;
- (b) the member's term of membership expires; or
- (c) the Association is liquidated and dissolved under the Act.

21. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

22. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of officers if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

23. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Greater Toronto Area determined by the board.

24. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be Club Representatives, the ICTA directors and, if necessary, the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Only Club Representatives shall be permitted to vote.

25. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall consist of at least ten (10) members.



26. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the motion shall be deemed to have failed.

27. Proxy Voting

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be Club Representatives, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements and such proxy shall be delivered to the Secretary (by email or otherwise) not later than two days prior to the commencement of the meeting;

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by emailing the Secretary no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) a proxyholder shall be entitled to hold only one proxy and may exercise rights in respect of such proxy in addition to any rights he or she may have as a Club Representative; if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (e) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

28. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting Association the minimum



number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Association or its affiliates.

29. Term of Office of Directors and Officers

Directors and Officers shall be elected at the Fall AGM and shall hold office for the calendar year commencing January 1st next. The election of a person as an officer of the Association shall constitute an election of that person as a Director.

30. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. Board meetings may be conducted in person, by telephone or via email, as appropriate, and votes may be taken using the above modalities.

31. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Association not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

32. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named, but not, in any event, less than two times per calendar year. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

33. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

34. Quorum at board Meetings

A quorum for a board Meeting shall be 50% of the current board.



35. Designation of Officers

The board may designate the offices of the Association, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. Two or more offices may be held by the same person.

36. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Association shall have the following duties and powers associated with their positions:

(a) President

- Responsible for overall strategic and day to day management of the Association.
 - Share ideas for growing the Association and making the organization successful •
- Board members
- Recruit individuals for any vacant board position
 - Annually review compensation for the board and make a recommendation on changes to compensation to the members for vote at the Fall AGM
 - Spring and Fall Annual General Meetings
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Chair or designate someone to chair each meeting
 - Report on issues, changes to the Articles and By-Laws
 - Introduce new board members
 - Put forward any new Clubs to the membership for approval
 - At the Fall AGM make a recommendation for changes to Club/Team annual fees
 - Board meetings (not less than two per year)
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Chair or designate someone to chair each meeting
 - At the Spring board meeting present updates to roles and any changes to the Articles and By-Laws
 - Prior to the spring board meeting, prepare and submit to the Treasurer an annual budget for expenditures related to the role of President
- ICTA Annual Tournament
- Participate as a member of the tournament committee and attend and participate in the ICTA Annual Tournament
 - Become knowledgeable with the ICTA Articles and By-Laws
 - Assist other ICTA board members, as requested



(b) Vice-President

Main responsibilities are:

- Assume the role of President in the event that the President cannot complete his or her term of office
- Chair meeting if President is unable to attend or requested by the President
- Become knowledgeable with the ICTA Articles and By-laws
- Spring and Fall Annual General Meetings: Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
- Board meetings (not less than two per year): Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
- Assist the President or any other ICTA board member, as requested
- Communicate with Tennis Canada (TC), Ontario Tennis Association (OTA) and any other organization to identify joint activities or projects, which would help promote the ICTA, add value to the ICTA membership, or enhance the tennis experience for existing and/or potential members of the ICTA.
- Identify at least one annual joint project with each organization, which will enhance the profile of the ICTA and/or add value to existing and potential ICTA members.
- Manage the flow of information from ICTA partners to the ICTA Board and the League constituents. This includes press releases, newsletters etc.
- Serve as Chair for any committee as mutually agreed and approved by the Board
- Communicate with the Club Representatives in reference to general issues and outstanding fees and recruitment of new Clubs and Teams.
- ICTA Annual Tournament: Participate as a lead volunteer or other role, as requested by the Tournament Director or the President
- Share with the Board ideas for growing the ICTA and making the organization successful.

(c) Secretary

- Responsible for the logistics and communications of the agenda, minutes (which are compiled by the Secretary) and other documents to all Club Representatives for the Spring and Fall Annual General Meetings and to the ICTA board member for the Board meetings. Additionally, the Secretary prepares and updates contact information for all the Board members and distributes this information to all the Board members.
- Spring and Fall Annual General Meetings
 - Attend each meeting
 - Assist in logistics – meeting room, signage, sign-in sheet
 - Fourteen days prior to each AGM, ask the CIO to Broadcast email to all Club representatives the following information:
 - Notification of the AGM
 - Minutes of last AGM
 - Meeting Agenda
 - Other documents as required
 - Take minutes and email to the Board for review, prior to posting to the ICTA



web site

Board meetings (not less than two per year)

- Attend each meeting
- Assist in logistics – meeting room, agenda
- Take minutes and email to the Board for review
- ICTA Annual Tournament
 - Participate as a lead volunteer at the ICTA Annual Tournament
- Become knowledgeable with the ICTA Articles and By-Laws
- Assist the President or any other ICTA board member, as requested
- Arrange for directors' and officers' insurance
- Arrange commercial general liability insurance for ICTA Annual Tournament
- Share ideas for growing the ICTA and making the organization successful

(d) Treasurer

- Responsible for maintaining the financial accounting of all the
Association's activities including preparing the annual Financial Statements.
- Maintain the financial accounting of the Association's banking and savings accounts
- Continually assess financial conditions of the organization and raise awareness of any conditions that may threaten the solvency of the organization to the President and/or Board.
- Provide timely payments to all accounts payable, including reimbursements for the ICTA board members, as approved by the President and/or Board, and
compensation for the ICTA board members and Division Chairs
- Provide invoices, as required, and reminders as needed for all accounts receivables
- Meet as requested with the President and/or anyone else as directed by the Board for a review of the financial accounting for the Association including all
bookkeeping ledgers, cheque books, bank statements, and receipts
- Spring and Fall Annual General Meetings
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Report on the finances of the association at the Fall Annual General Meeting
 - Present the Financial Statements for the prior year at the Spring AGM
 - Present the current year's budget to the membership for approval at the Spring AGM
- Board meetings (not less than two per year)
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Report on the finances of the association at each meeting
 - At the first meeting of the year, present the financial statements for the prior year and the budget for the current year to be approved by the Board.
- ICTA Annual Tournament
 - Participate as a volunteer or other role, as requested by the Tournament Director or the President, in the ICTA Annual Tournament.
- Become knowledgeable with the ICTA Articles and By-Laws.
- Share ideas for growing the ICTA and making the organization successful.



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(e) Past President

- Main responsibility is to assist the current President by providing continuity and guidance on ongoing or outstanding issues or projects. □
 - Spring and Fall Annual General Meetings □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Board meetings (not less than two per year) □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Report on your activities
 - Review annually the description of roles for each Board position and present any necessary updates to the Board for approval
 - Review annually potential candidates from the ICTA to be nominated for the OTA Distinguished Service Award (DSA) and Tennis Canada's DSA and present to the Board for approval
 - ICTA Annual Tournament □
 - Participate as a lead volunteer at the ICTA Annual Tournament
 - Be knowledgeable with the ICTA Articles and By-Laws □
 - Assist any other ICTA board member, as requested by the President □
- Share with the Board ideas for growing the ICTA and making the organization successful

(f) Chief Information Officer

- Main responsibility is the overall functionality and user interface for the ICTA web site and the links to the League pages hosted by Tenniscores.
- Responsible for the IT logistics for the Spring and Fall Annual General Meetings and for the ICTA board member meetings.
- Tenniscores
 - Interface with Tenniscores for requested changes by League Directors, Tournament Director, or President
 - Investigate with Tenniscores additional functionality to enhance the ICTA membership experience with the ICTA web site
- Spring and Fall Annual General Meetings □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Assist in logistics –laptop, LCD projector, internet connectivity
- Board meetings (not less than two per year) □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Assist in logistics – laptop, LCD projector, internet connectivity

Prior to the spring board meeting prepare and submit to the Treasurer an annual budget for web site hosting, domain registration and any required software



- ICTA Annual Tournament
 - Participate as a lead volunteer at the ICTA Annual Tournament
 - Interact with the Tournament Director and/or the Board to implement website changes related to the Tournament
- Additional Support
 - Assist in logistics and website support for events, such as the OTA's Tennis ROCKS Festival, in which the ICTA board member has voted to directly or indirectly support or participate
- Become knowledgeable with the ICTA Articles and By-Laws
Share ideas with the Board for growing the ICTA and making the organization successful

(h) Tournament Director

- Main responsibility is the overall management of the annual ICTA tournament.
- Annual ICTA Tournament
- Chair the ICTA Tournament Committee consisting of the ICTA President, League Directors, Liaison Officer, and non-board volunteers
- Prepare a project plan (including activities, dates for completion, and responsible individuals) for the Tournament (including logistics (insurance, facility, food, etc.), order of play and court assignments, sponsorship, volunteers, budget, communication, set up and break down, registration, etc.) and provide weekly updates to the Tournament Committee
- Coordinate with the CIO and oversee all the Tournament related information for the ICTA website
- Interface with Tennis Canada (TC) and other parties as required to ensure a successful tournament
- Arrange for commercial general liability insurance
- Spring and Fall Annual General Meetings
- Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
- Report on your activities
- Board meetings (not less than two per year)
- Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
- Report on your activities
- Prior to the spring board meeting, prepare and submit to the Treasurer an annual budget for the year end tournament
- Become knowledgeable with the ICTA Articles and By-Laws
- Share ideas for growing the ICTA and making the organization successful



(i) Mixed League Director

- Responsible for the overall management of the Mixed League including the assignment and scheduling of Teams, communication with the League and facilitating the weekly operation of the League by working with the Division Chairs.
- League Management
- Recruit and train Division Chairs for each Division in the League
- Manage the Division Chairs to ensure that all Teams are entering complete scorecards for each weekly Match
- Assign Teams to Divisions based on geography and Level of play.
- Determine relegation and Promotion of Teams based on previous year's performance
- Have a working knowledge of Tenniscores in order to administer the League: create schedules, add Players, approve rosters, post rules and notices etc.
- Be knowledgeable regarding the Rules of the Court, the ICTA Articles and By-Laws and the Mixed League Rules
- Act as a consultant and final arbitrator at the request of any Division Chair with regard to problems that arise in a Division during the Season

Provide feedback on any issues related to Tenniscores or the ICTA website to the ICTA CIO

- Schedule and chair an annual pre- or post-Season Captains' meeting with the Division Chairs, to discuss any problems, opportunities to improve the League and proposed rule amendments, etc.
- Prepare the Director's Report and any Motions for Rule Amendments to be presented and ratified at the Fall AGM
- Spring and Fall Annual General Meetings □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Present League Director Report and any Motions for Rule Amendments
- Board meetings (not less than two per year) □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Prior to the spring board meeting, prepare and submit to the Treasurer an annual budget for expenditures related to the Mixed League
- ICTA Annual Tournament □
 - Work with the ICTA Tournament Director to determine which Teams from your League will participate in the Annual Tournament
 - Serve as liaison, which may require face to face meetings with the Tournament Committee, between the Tournament Director and the Teams which will be participating in the Annual Tournament on such issues as scheduling, scoring, logistics, etc.
 - Attend or designate someone from your League to serve as coordinator of the volunteers and Matches
- Provide input into other Leagues, share ideas for growing the ICTA and making the organization successful



(j) Ladies League Director

- Responsible for the overall management of the Ladies League including the assignment and scheduling of Teams, co-ordination of scheduling with the +55 League Director, communication with the League and facilitating the weekly operation of the League by working with the Division Chairs.
- League Management
 - Recruit and train Division Chairs for each Division in the League
 - Monitor the Division Chairs to ensure that all Teams are entering complete scorecards on a timely basis
 - Assign Teams to Divisions based on geography and Level of play
 - Determine relegation and Promotion of Teams based on previous year's performance
 - Have a working knowledge of Tenniscores in order to administer the League: create schedules, add Players, approve rosters, post rules and notices etc.
 - Be knowledgeable regarding the Tennis Canada, Rules of The Court, the ICTA Articles and By-Laws, and the Ladies League Rules
- Act as a consultant and final arbitrator at the request of any Division Chair with regard to problems that arise in a Division during the Season
 - Provide feedback on any issues related to Tenniscores or the ICTA website to the ICTA CIO
 - Schedule and chair an annual pre-Season Captains' meeting to go over rules and Tenniscores
 - Meet post Season with the Division Chairs to discuss any problems, opportunities to improve the League and proposed rule amendments, etc.
 - Prepare the Director's Report and any Motions for Rule Amendments to be presented and ratified at the Fall AGM
- Spring and Fall Annual General Meetings □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Present League Director Report and any Motions for Rule Amendments
- Board meetings (not less than two per year) □
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Prior to the spring board meeting, prepare and submit to the Treasurer an annual budget for expenditures related to the Ladies League
- ICTA Annual Tournament □
 - Work with the ICTA Tournament Director to determine which Teams from your League will participate in the Annual Tournament
 - Serve as liaison, which may require face to face meetings with the Tournament Committee, between the Tournament Director and the Teams which will be participating in the Annual Tournament on such issues as scheduling, scoring, logistics, etc.
 - Attend or designate someone from your League to serve as coordinator of the volunteers and Matches
- Provide input into other Leagues, share ideas for growing the ICTA and making the



organization successful

(k) + 55 League Director

- Responsible for the overall management of the +55 League including the assignment of Teams, scheduling games, co-ordination of scheduling with the Ladies League Director, communication with the League and facilitating the weekly operation of the League by working with the Division Chairs.
- League Management
 - Recruit and train Division Chairs for each Division in the League
 - Manage the Division Chairs to ensure that all Teams are entering complete scorecards for each weekly Match
 - Assign Teams to Divisions based on geography and Level of play.
 - Determine relegation and Promotion of Teams based on previous year's performance
 - Have a working knowledge of Tenniscores in order to administer the League: create schedules, add Players, post rules and notices etc.

Be knowledgeable regarding the Rules of the Court, the ICTA Articles and By-Laws and The Plus55 League Rules

- Act as a consultant and final arbitrator at the request of any Division Chair with regard to problems that arise in a Division during the Season
- Provide feedback on any issues related to Tenniscores or the ICTA website to the ICTA CIO
- Schedule and chair an annual pre or post-Season Division Chairs meeting to discuss any problems, opportunities to improve the League and proposed rule amendments, etc.
- Prepare the Director's Report and any Motions for Rule Amendments to be presented and ratified at the FALL AGM
- Spring and Fall Annual General Meetings
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Present League Director Report and any Motions for Rule Amendments
- Board meetings (not less than two per year)
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Prior to the spring board meeting, prepare and submit to the Treasurer an annual budget for expenditures related to the Plus55 League
- ICTA Annual Tournament
 - Work with the ICTA Tournament Director to determine which Teams from your League will participate in the Annual Tournament
 - Serve as liaison, which may require face to face meetings with the Tournament Committee, between the Tournament Director and the Teams which will be participating in the Annual Tournament on such issues as scheduling, scoring, logistics, etc.
 - Attend or designate someone from your League to serve as coordinator of the volunteers and Matches



- Provide input into other Leagues, share ideas for growing the ICTA and making the organization successful

(l) Junior League Director

- Responsible for the overall management of the Juniors League including the assignment and scheduling of Teams, communication with the League and facilitating the weekly operation of the League by working with the Division Chairs.
- League Management
 - Recruit and train Division Chairs for each Division in the League
 - Manage the Division Chairs to ensure that all Teams are entering complete scorecards for each weekly Match
 - Assign Teams to Divisions based on geography and Level of play
 - Determine relegation and Promotion of Teams based on previous year's performance
 - Have a working knowledge of Tenniscores in order to administer the League: create schedules, add Players, approve rosters, post rules and notices etc.

Be knowledgeable regarding the Rules of the Court, the ICTA Articles and By-Laws and the Juniors League Rules

- Act as a consultant and final arbitrator at the request of any Division Chair with regard to problems that arise in a Division during the Season
- Provide feedback on any issues related to Tenniscores or the ICTA website to the ICTA CIO
- Schedule and chair an annual pre or post-Season Captain's meeting, with the Division Chairs, to discuss any problems, opportunities to improve the League and proposed rule amendments, etc.
- Prepare the Director's Report and any Motions for Rule Amendments to be presented and ratified at the Fall AGM
- Spring and Fall Annual General Meetings
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Present League Director Report and any Motions for Rule Amendments
- Board meetings (not less than two per year)
 - Attend each meeting, unless attendance is not possible due to circumstances such as work, weather, etc.
 - Prior to the spring board meeting prepare and submit to the Treasurer an annual budget for expenditures related to the Juniors League
- ICTA Annual Tournament
 - Work with the ICTA Tournament Director to determine which Teams from your League will participate in the Annual Tournament
 - Serve as liaison, which may require face to face meetings with the Tournament Committee, between the Tournament Director and the Teams which will be participating in the Annual Tournament on such issues as scheduling, scoring, logistics, etc.
 - Attend or designate someone from your League to serve as coordinator of the volunteers and Matches
- Additional Support



- With the ICTA External Liaison, work with OTA as part of the ICTA's strategic partnership agreement to encourage and promote junior participation in tennis

Provide input into other Leagues, share ideas for growing the ICTA and making the organization successful

37. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- (b) the officer's successor being appointed,
- (c) the officer's resignation,
- (d) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (e) such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

38. Honoraria

- (a) An honorarium shall be paid to all board members and to Division Chairs as established at an AGM. The honorarium is to be reassessed annually.
- (b) Directors shall be reimbursed for all expenses actually and properly incurred and pre-approved by the Board.

39. Committees of the Board of Directors

The board may from time to time appoint any committee, task force or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

- (a) A task force is one or more Association members or Officers appointed by the board, that focuses on a specific task, researches it and reports findings to the board.
- (b) The board may, at its discretion, choose whether to implement such findings and if so, whether to do so in whole or in part and with such modifications as it deems appropriate.
- (c) A task force may meet in person, by phone or by email. Each task force shall, where appropriate, have access to the resources of the Association. A task force shall obtain the board's consent to reimbursement prior to incurring any disbursements.
- (d) Task forces may appoint a Chair who shall be responsible for convening and presiding at meetings and who shall report back to the board.

40. Information and Privacy

Personal information given to the Association will only be used for the effective



operation of the Association. Personal information will never be released to third parties without consent of the individual concerned or unless required by law.

41. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

42. Invalidity of any Provisions of this By-law

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.

43. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association 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.



44. Grievance Appeals

- (a) An appeal of a grievance decision made by a League Director may be made to the Board by a Club Representative, where such grievance resulted in a penalty or sanction.
- (b) The Club Representative shall act on behalf of a Captain or Club member who has had the penalty imposed from an individual League's formal grievance process.
- (c) Any appeal of a League grievance decision shall be made in writing within eight (8) days after the effective date of the notice of decision of the League Director.
- (d) The Board shall review appeals promptly and in reaching its determination, shall request submissions from all affected parties.
- (e) The Board does not have the authority to waive a League rule.
- (f) The Board shall have the authority to affirm, modify or reject the decision of the League Director. However, the Board may not impose a harsher penalty than that imposed by the League Director.
- (g) All decisions made by the Board shall be communicated in writing and are final and binding.
- (h) A Board member who is also a member of an affected Club shall abstain from participating in the appeal.
- (i) Decisions of the Board shall be delegated to a grievance appeals committee.
- (j) The committee shall consist of three (3) Board members, one of whom shall be the chair, with a fourth (4th) member as an alternate.
- (k) The President shall not be entitled to serve on the committee.
- (l) The composition of the Committee shall be revisited annually following the Fall AGM.

45. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members. Notices of by-law or League Rule amendments originated by members shall be given to the Secretary not less than thirty (30) days prior to the Spring or Fall AGM. The Secretary will then forthwith give notice of such changes by posting to the website and email notification to the Club Representatives.

46. Nominations of Officers and Directors

- (a) By not later than June 1 each year, there shall be a nominating committee consisting of a Chair, appointed by the Board (the immediate Past-President if available), two other members of

the Board appointed by the Chair in consultation with the President and, at the Board's discretion, two persons from the broad general membership. The nominating committee shall meet as often as required or at the call of any one of its members to consider persons for election to the Board of the Association.

(b) The nominating committee shall cause notice to be given to all members advising that the members may nominate candidates for the ensuing year. The notice shall be given by August 31 in each year.

