



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 of the members;

**"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 Member Meeting, not to be held later than the first week of April, and 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 Member Meeting, 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;

**“Tenniscodes”** 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](http://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 October 31<sup>st</sup>.

## **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 twenty-one (21) days prior to the 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 Member Meeting, 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 the AGM or Spring Member Meeting 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;
- 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 Member Meeting and, subject to Section 20, continue until 1 minute prior to the following Spring Member Meeting.

## **15. Fees and Fines**

(a) Club membership and Team fees / fines shall be determined at the 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 Member Meeting of each calendar year. Clubs which have not paid Club 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 Member Meeting, it shall pay, at the discretion of the board, a \$200.00 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 date, time and location of the AGM and Spring Member Meeting shall be given to each member entitled to vote at the meeting not less than sixty (60) days prior to such meeting by posting same to the website and by emailing such notice to all members.

(b) Not more than thirty-five (35) and not less than twenty-one (21) days prior to the AGM, members will be sent the following documents, by posting same to the website and by email:

i. Date, time and location of AGM

ii. Minutes of last AGM

iii. Meeting Agenda

iv. Financial Statements

v. A motion to waive the need for the appointment of Public Accountants

vi. Other documents as required, including the text of any proposed motions



(c) Not more than thirty-five (35) and not less than twenty-one (21) days prior to the Spring Member Meeting, members will be sent the following documents, by posting same to the website and by email:

- i. Date, time and location
- ii. Meeting Agenda
- iii. Other documents as required, including the text of any proposed motions

(d) The date and time of the next AGM shall be established at each AGM.

(e) Procedure at the AGM 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. Appointment of Accountants**

At the AGM, a motion shall be presented to the members to dispense with the appointment of a public accountant. Failing unanimous consent, the motion shall fail.

#### **19. League Meetings**

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

#### **20. 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 5% 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.

#### **21. Termination of Membership**

A membership in the Association is terminated when:

- (a) the member is expelled by a 2/3 majority of the votes cast by member clubs at a meeting of members;
- (b) the member's term of membership expires; or
- (c) the Association is liquidated and dissolved under the Act.



## **22. 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.

## **23. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors 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.

## **24. 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. In the alternative, the board may determine that meetings of the members may be by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **25. 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 or proxies shall be permitted to vote.

## **26. 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.

## **27. 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.

## **28. 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, 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 48 hours 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, 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 shall in all other ways comply with the Act;

(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.

## **29. 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.

## **30. Term of Office of Directors and Officers**

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

## **31. 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.



### **32. 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.

### **33. 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.

### **34. Location of Board Meetings**

Board Meetings may be conducted in person, by telephone or by electronic means as appropriate, and votes may be taken using the above modalities.

### **35. 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 the case of an equality of votes, the question fails. The chair of the meeting is not entitled to an additional or "casting" vote.

### **36. Quorum at Board Meetings**

A quorum for a Board Meeting shall be the majority of the current board.

### **37. 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.

### **38. 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

- Become knowledgeable with the ICTA Articles and By-Laws
- Responsible for overall strategic and day to day management of the Association.
- Recruit individuals for any vacant board position
- Annually review honoraria for the board and make a recommendation on changes to honoraria to the members for vote at the AGM
- Spring Member Meeting and Annual General Meeting
  - 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 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
- ICTA Championships
  - Participate as a member of the tournament committee and attend and participate in the ICTA Championships
- Assist other ICTA board members, as requested
- Share ideas for growing the Association and making the organization successful

(b) Vice-President

- Become knowledgeable with the ICTA Articles and By-laws
- 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
- Spring Member Meeting and Annual General Meeting
  - 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.
- 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 Championships
  - 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

- Become knowledgeable with the ICTA Articles and By-Laws
- Record and distribute of all minutes of all Director and Membership meetings within two weeks of the meetings
- Arrange for directors' and officers' insurance
- Spring Member Meeting and Annual General Meeting
  - Attend each meeting
  - Plan the Spring Member Meeting and AGM
  - Prepare the necessary documents for the AGM's
  - Assist in logistics – meeting room, signage, sign-in sheet
  - Fourteen days prior to each AGM, ask the CIO to send the following information to all Club Representatives:
    - Notification of the AGM
    - Minutes of last AGM
    - Meeting Agenda
    - Other documents as required
- Board meetings (not less than two per year)
  - Attend each meeting
  - Assist in logistics – meeting room, agenda
- Review annually the description of roles for each Board position and present any necessary updates to the Board for approval
- ICTA Championships
  - Participate as a lead volunteer at the ICTA Championships



- Assist the President or any other ICTA board member, as requested
- Share ideas for growing the ICTA and making the organization successful

(d) Treasurer

- Become knowledgeable with the ICTA Articles and By-Laws
- 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
- Present the current year's budget to the board for approval at the Spring Board meeting
- 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 honoraria 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 Member Meeting and Annual General Meeting
  - 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 Annual General Meeting
  - Present the Financial Statements for the prior year at the 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 Board meeting preceding the AGM, present the financial statements for the prior year and the budget for the current year to be approved by the Board.
- ICTA Championships
  - Participate as a volunteer or other role, as requested by the Tournament Director or the President, in the ICTA Championships
  - Arrange commercial general liability insurance for ICTA Championships
  - Share ideas for growing the ICTA and making the organization successful

(e) Chief Information Officer

- Become knowledgeable with the ICTA Articles and By-Laws
- Main responsibility is the overall functionality and user interface for the ICTA web site and the links to the League pages hosted by Tenniscores.



- Tenniscorers
  - Interface with Tenniscorers for requested changes by League Directors, Tournament Director, or President
  - Investigate with Tenniscorers additional functionality to enhance the ICTA membership experience with the ICTA web site
- Spring Member Meeting and Annual General Meeting
  - 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 Championships
  - Participate as a lead volunteer at the ICTA Championships
  - 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
- Share ideas with the Board for growing the ICTA and making the organization successful

(f) Marketing Director

- Become knowledgeable with the ICTA Articles and By-Laws
- Recruit new ICTA member clubs and promote our leagues to existing member clubs; encourage member clubs to enter teams in all leagues working closely with league directors, as appropriate
- Maintain the ICTA's database information
- Manage the ICTA's social media communications
- Promote the ICTA to potential sponsors and negotiate sponsorship contracts
- Determine and target geographical areas that are under-represented in various leagues
- Develop an ICTA marketing plan
- Help negotiate other league integration with the ICTA (as requested/desired)
- Develop website content for league promotion
- Facilitate from the ICTA Board to membership (not league specific)
- Spring Member Meeting and Annual General Meeting
  - 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.
  - Prior to the Spring Board meeting prepare and submit to the Treasurer an annual budget
- ICTA Championships
  - Participate as a lead volunteer or other role as requested by the Tournament Director or the President
- Share ideas with the Board for growing the ICTA and making the organization successful

(g) Tournament Director

- Become knowledgeable with the ICTA Articles and By-Laws
- Main responsibility is the overall management of the ICTA Championships.
- ICTA Championships
  - Chair the ICTA Championships Committee consisting of the ICTA President, Vice-President and League Directors
  - Prepare a project plan (including activities, dates for completion, and responsible individuals) for the Championships (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 updates to the Championships 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
- Spring Member Meeting and Annual General Meeting
  - 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.
  - Prior to the Spring Board meeting, prepare and submit to the Treasurer an annual budget for the year end tournament
- Share ideas for growing the ICTA and making the organization successful

(h) Mixed League Director

- Become knowledgeable with the ICTA Articles and By-Laws and the Mixed League Rules
- Responsible for the overall management of the Mixed League including the assignment and scheduling of Teams, communication with Clubs and facilitating the weekly operation of the League by working with the Division Chairs.



- League Management
  - Assign Teams to Divisions based on geography and Level of play Recruit and train Division Chairs for each Division in the League
  - Monitor the Division Chairs to ensure that all Teams are entering complete scorecards for each weekly Fixture
  - Determine Relegation and Promotion of Teams based on previous year's performance
  - Have a working knowledge of Tenniscodes in order to administer the League: create schedules, post rules and notices, etc.
- Division Chairs
  - Act as a consultant 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 Tenniscodes or the ICTA website to the ICTA CIO
  - Schedule and chair a pre or post season 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 board meetings
- Spring Member Meeting and Annual General Meeting
  - 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 Championships
  - Sit on the Tournament Committee
  - Work with the ICTA Tournament Director to determine which Teams from the League will participate in the ICTA Championships
  - Facilitate communication between the Tournament Director and the Teams which will be participating in the ICTA Championships on such issues as scheduling, scoring, logistics, etc.
  - Attend or designate someone from the 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





(i) Ladies League Director

- Become knowledgeable with the ICTA Articles and By-Laws and the Ladies League Rules
- Responsible for the overall management of the Ladies League including the assignment and scheduling of Teams, communication with Clubs 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
  - 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 AGM
- Spring Member Meeting and Annual General Meeting
  - 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 Championships
  - Sit on the Tournament Committee
  - Work with the ICTA Tournament Director to determine which Teams from the League will participate in the ICTA Championships
  - Facilitate communication between the Tournament Director and the Teams which will be participating in the ICTA Championships on such issues as scheduling, scoring, logistics, etc.



- Attend or designate someone from the 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) + 55 League Director

- Become knowledgeable with the ICTA Articles and By-Laws
- Responsible for the overall management of the +55 League including the assignment and scheduling of Teams, communication with Clubs 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 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 +55 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 AGM
- Spring Member Meeting and Annual General Meeting
  - 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 +55 League
- ICTA Championships
  - Sit on the Tournament Committee



- Work with the ICTA Tournament Director to determine which Teams from the League will participate in the ICTA Championships
- Facilitate communication between the Tournament Director and the Teams which will be participating in the ICTA Championships on such issues as scheduling, scoring, logistics, etc.
- Attend or designate someone from the 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) Junior League Director

- Become knowledgeable with the ICTA Articles and By-Laws and the Mixed League Rules
- 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
  - Monitor 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 Tenniscodes 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 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 Tenniscodes 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 AGM
- Spring Member Meeting and Annual General Meeting
  - 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 Championships
- Sit on the Tournament Committee
- Work with the ICTA Tournament Director to determine which Teams from the League will participate in the ICTA Championships
- Facilitate communication between the Tournament Director and the Teams which will be participating in the ICTA Championships on such issues as scheduling, scoring, logistics, etc.
- Attend or designate someone from the League to serve as coordinator of the volunteers and Matches
- Additional Support
  - Work with the 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

### **39. Removal of Officers**

Pursuant to subsection 130(1) of the Act the members may, by ordinary resolution at a special meeting of members called for that purpose, remove any director and officer before the expiration of his or her term of office and may, by ordinary resolution, elect any person in his or her stead for the remainder of his or her term.

Unless so removed, an officer shall hold office until the earlier of:

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



#### **40. 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.

#### **41. 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 committee, task force or other advisory body is composed of one or more Members of the Association 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 committee, task force or other advisory body may meet in person, by phone or other electronic means. 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) A committee, task force or other advisory body may appoint a Chair who shall be responsible for convening and presiding at meetings and who shall report back to the board.

#### **42. 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.

#### **43. 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.

#### **44. 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.



#### **45. 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 AGM.

#### **46. 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 Member Meeting or AGM. The Secretary will then forthwith give notice of such changes by posting to the website and email notification to the Club Representatives.



#### **47. Nominations of Officers and Directors**

*(a) By not later than August 1 each year, there shall be a nominating committee consisting of 3 board members appointed by the Board. The committee members will appoint a Chair. At the nominating committee's discretion, the committee may include two Club Representatives in addition to the board members. 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.*

*(c) The Nominating Committee shall specifically nominate a slate of officers to fill all vacant Executive positions for the ensuing year and, where appropriate, may nominate more than one person for an office.*

*(d) Nominees must be adult (18 years of age and over as at the date of the AGM), members of their respective member clubs who themselves shall be in good standing and have willingly accepted the nomination. Members of the current Executive as well as the nominating committee may be re-nominated for their existing or other offices.*

*(e) Nominees must fill in a Nomination Form at least ten days prior to the AGM. No further nominations will be accepted after the deadline date. Returning officers need not fill in a Nomination Form.*

*(f) Any other nominations of adult members, supported by one Club Representative (whose Club shall be in good standing), may be made at the AGM and, preferably, no later than ten (10) days prior to the AGM.*

*(g) The Secretary shall cause all nominations received to be posted to the Association website not later than twenty-one (21) days prior to the AGM.*

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#### **47. Nominations of Officers and Directors**

*(a) By not later than October 1 each year, there shall be a nominating committee consisting of 3 board members appointed by the Board. The committee members will appoint a Chair. At the nominating committee's discretion, the committee may include two Club Representatives in addition to the board members. 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.*

*(c) The Nominating Committee shall specifically nominate a slate of officers to fill all vacant Executive positions for the ensuing year and, where appropriate, may nominate more than one person for an office.*



(d) Nominees must be adult (18 years of age and over as at the date of the AGM), nominated by a Club Representative of a Club in good standing and have willingly accepted the nomination. Members of the current Executive may be re-nominated for their existing or other offices.

(e) Nominees must fill in a Nomination Form by October 21 of the current year. No further nominations will be accepted by the Nomination Committee after the deadline date. Officers returning to the same position need not fill in a Nomination Form.

(f) Any other nominations of adult members, supported by one Club Representative (whose Club shall be in good standing), may be made at the AGM.

(g) The Secretary shall cause all nominations received to be posted to the Association website not later than twenty-one (21) days prior to the AGM.

#### **48. Confidentiality**

Every Director, Officer, committee or task force member shall respect the confidentiality of matters brought before the board or before any committee or task force of the board, or any other matter dealt with in the course of involvement of such person in the activities of the corporation.

#### **49. Board Policies**

The board may adopt, amend or repeal by resolution any board policies that are inconsistent with by-laws of the Association relating to the management and operations of the Association as the board may deem appropriate from time to time. Any board Policy adopted by the board shall continue to have force and effect until amended, repealed or replaced by a subsequent resolution of the board.





## Appendix A - Nominating Committee Form

### NOMINATION TO EXECUTIVE COMMITTEE OF THE INTERCOUNTY TENNIS ASSOCIATION

Nominees must be adult (18 and over as of the date of the AGM), nominated by a Club Representative of a Club in good standing, and have willingly accepted the nomination. Members of the current Executive may be re-nominated for their existing or other offices.

Subject to the Act, any other nominations from adult members, supported by one Club Representative, may be added no later than twenty-one (21) days prior to the AGM.

Nominee: \_\_\_\_\_ Position: \_\_\_\_\_

Address: \_\_\_\_\_ Email: \_\_\_\_\_

Member Club (if applicable): \_\_\_\_\_ Phone: \_\_\_\_\_

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Nominating Club Representative: \_\_\_\_\_

Member Club: \_\_\_\_\_

#### Acceptance of Nomination

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Adopted March 2016

Revised November 30, 2021