



## BY-LAW "O"

### A by-law relating generally to the conduct of the affairs of

### CANADIAN TENNIS ASSOCIATION ASSOCIATION CANADIENNE DE TENNIS

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

#### SECTION 1 - GENERAL

##### 1.01 Definitions

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

- (a) "Act" means the *Canada Not-For-Profit Corporations 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;
- (b) "Annual Meeting" means the annual meeting of the Members;
- (c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "Board" means the board of Directors;
- (e) "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "Chair of the Board" means the chair of the Board as appointed;
- (g) "Chief Executive Officer" means the Chief Executive Officer of the Corporation;
- (h) "Chief Financial Officer" means the Chief Financial Officer of the Corporation and the secretary to the Board;
- (i) "Corporation" means the Canadian Tennis Association/ Association Canadienne de Tennis;
- (j) "Directors" means the directors of the Corporation;
- (k) "General Meeting" includes the Annual Meeting or a Special General Meeting of the Members;
- (l) "Immediate Past Chair of the Board" means the person who served as Chair of the Board immediately prior to the current Chair of the Board except that a Chair removed from office pursuant to Section 4.03(b) hereof shall not, upon his or her

removal, be the Immediate Past Chair of the Board and the person holding the position of Immediate Past Chair of the Board at the time of such removal shall continue to be the Immediate Past Chair as if the Chair who was removed was never the Chair;

- (m) "Member" means each Member of the Corporation;
- (n) "Officers" includes the Chair of the Board, the two Vice-Chairs of the Board, the Chair of the Finance and Audit Committee and the Chief Executive Officer;
- (o) "President" shall mean the Chair of the Board
- (p) "Provincial Organization" means the organization which the Corporation recognizes in accordance with the By-laws as governing the sport of tennis in each of the Provinces and Territories of Canada;
- (q) "Regions" means the six regions of Canada set out below:
  - (i) Atlantic Region, comprised of the Provinces of Nova Scotia, New Brunswick, Prince Edward Island; and Newfoundland and Labrador,
  - (ii) Province of Quebec
  - (iii) Province of Ontario;
  - (iv) Prairie Region, comprised of the Provinces of Manitoba, Saskatchewan and Nunavut;
  - (v) Mountain Region, comprised of the Province of Alberta and the Northwest Territories; and
  - (vi) Pacific Region, comprised of the Province of British Columbia and the Yukon Territory,
- (r) "Registrant" means an individual who is engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to, recreational and competitive tennis players, members of national teams, coaches, officials, event organizers, administrators of provincial tennis organizations, administrators of tennis clubs, and volunteers who serve on executives, committees and boards of directors of tennis clubs and provincial tennis organizations. A Registrant is not a Member of the Corporation;
- (s) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

## **1.02 Corporate Seal**

The corporate seal of the Corporation shall be in such form as shall be approved by the Board and shall have the words CANADIAN TENNIS ASSOCIATION /ASSOCIATION CANADIENNE DE TENNIS endorsed thereon.

### **1.03 Financial Year End**

Unless changed by resolution of the Board, the financial year end of the Corporation shall be December 31.

### **1.04 Execution of Documents**

One Officer and one Director or any Director, the Chief Financial Officer and the Chief Executive Officer shall have authority to sign for and in the name and on behalf of the Corporation, and under corporate seal where required, all instruments in writing. The Board may also at any time direct the manner in which and the person or persons by whom any particular instruments or classes of instruments in writing may or shall be executed for and in the name and on behalf of the Corporation. Any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

### **1.05 Borrowing Powers**

The Directors of the Corporation may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) make decisions regarding financing and investment as required;
- (c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (d) give a guarantee on behalf of the Corporation;
- (e) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (f) approve major projects and investments; and
- (g) dispose of major investments or assets.

The Directors may, by resolution, delegate the borrowing powers to a Director, a committee of Directors, an Officer or employee of the Corporation.

## **SECTION 2 - MEMBERSHIP**

### **2.01 Membership Conditions**

- (a) Subject to the Articles, there shall be one class of Members in the Corporation, namely Provincial Organizations. Each Member shall be entitled to receive notice of, attend and vote at all General Meetings of the Members of the Corporation.
- (b) An organization shall be entitled to membership as a Provincial Organization upon being recognized by the Corporation, by resolution of the Board, as governing the sport of tennis in a province or territory, as the case may be, and its membership shall continue from year to year until such recognition is withdrawn by the Corporation, by resolution of the Board or until its membership is terminated as provided herein. Membership in the Corporation is not transferable.

- (c) At all General Meetings each Member shall have that number of votes determined by the following formula: determine the percentage that the population of the Member is of the total population of Canada (based on the most recent statistics published by Statistics Canada or its successor) and round the amount so determined to the nearest whole percentage point (for example 2.5% will be rounded to 3%). The Member shall have one vote for each percentage point so determined with each Member having at least one vote.

## **2.02 Membership Fees**

- (a) At each Annual Meeting the Board shall present to the meeting for approval a schedule of fees to be payable by the Members for the next membership year.
- (b) Membership fees shall be assessed annually and shall be based on a membership year ending December 31 in each year. Fees payable by Members in any membership year shall be determined by multiplying each vote to which a Member is entitled at the Annual Meeting at which the fees are approved (as determined under Section 2.01(c)) by the amount approved at that Annual Meeting.
- (c) Membership fees for Members for a membership year shall be paid by December 31 of that membership year.
- (d) Concurrently with payment of the membership fees for each membership year, each Member shall also submit to the Corporation:
  - (i) a statement of the Registrants of the Member as at August 1 of that membership year in such detail as the Board shall direct;
  - (ii) a statement setting out the names and addresses of the officers of the Member for that year; and
  - (iii) such other information as the Board may from time to time require.

## **2.03 Termination and Discipline of Members**

If a Member fails to pay its membership fees in full when due or otherwise fails to abide by the provisions of the By-laws, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:

- (a) suspend the voting or such other privileges of such Member;
- (b) subject to Section 2.01 (b), terminate the membership of such Member; or
- (c) impose such further or other penalty, including fines, as the Board may determine.

A Member against whom a penalty is imposed may appeal the penalty by notice in writing to the Corporation within 30 days of the date on which the Member was notified of the penalty. Such appeal shall be considered at the next meeting of the Board following the notice of appeal and shall be determined by a vote taken at that meeting. The notice of that meeting shall include notice of the appeal. The penalty shall be suspended until the appeal is heard.

## **2.04 Resignation**

A Member may at any time resign its membership by notice to the Corporation. Any such resignation will be effective at the end of the membership year in which the resignation is given and shall in no event relieve the Member from its obligations to the Corporation for such year.

## **SECTION 3 - GENERAL MEETINGS OF MEMBERS**

### **3.01 Annual Meeting**

The Annual Meeting shall be held at the head office of the Corporation or at any place in Canada as the Board shall determine by June 30 in each calendar year. The Members may resolve that a particular meeting of Members be held outside Canada.

### **3.02 Special General Meetings**

Special General Meetings of the Members may be called at any time by the Board and shall be called by the Board on the written request of three Members carrying not less than 5% of the voting rights, for the transaction of the business specified in such requisition. If within 21 days after deposit of the requisition the Board does not call a meeting to be held within 60 days of such deposit the Members who signed the requisition may call the meeting.

### **3.03 Notice**

Notice of the time and place of General Meetings of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, to such Member's address as shown in the records of the Corporation, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, to such Member's recorded address for that purpose, during a period of 21 to 35 days before the day on which the meeting is to be held.

### **3.04 Chair of General Meeting**

The Chair of the Board or in his or her absence one of the Vice-Chairs shall preside as chair at every General Meeting. If neither the Chair of the Board nor a Vice-Chair is present within 15 minutes after the time appointed for the meeting, the Members present shall choose one of their number to preside as chair.

### **3.05 Quorum**

The duly authorized delegates, who are Registrants, of five Members shall constitute a quorum at any General Meeting. The chair of any General Meeting may require a Member to file with the Corporation prior to, or with the secretary at the meeting, proof satisfactory to him or her of the authority of the delegate who is to represent and vote for the Member at the meeting.

### **3.06 Votes to Govern**

- (a) At any General Meeting of Members every question shall, unless otherwise provided by the Articles, By-laws or the Act, be determined by a majority of the votes cast on the question, provided that, subject to the Act, no resolution shall be passed unless four Members vote in favour of the question.
- (b) Every motion arising at any General Meeting shall be decided in the first instance by a show of hands unless a poll is demanded by the chair or any Member. Upon a show of hands, each Member shall have the number of votes determined by the formula in Section 2.01(c). A demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a poll taken in such manner as the chair shall direct and such poll shall be deemed the decision of the Corporation in a General Meeting upon the matter in question. In case of an equality of votes at any General Meeting whether upon a show of hands or on a poll, the chair shall have a casting vote.

### **3.07 Order of Business**

The order of business at the Annual Meeting shall be provided at the commencement of the meeting and shall include, unless waived the following:

- (a) Chair of the Board's Report;
- (b) Chief Executive Officer's Report;
- (c) Review of the Policies and Objectives referred to below in this Section;
- (d) Approval of the Fee Schedule;
- (e) Presentation of the Financial Statements for the immediately preceding financial year of the Corporation and the Public Accountant's Report thereon;
- (f) Appointment of the Public Accountant;
- (g) Approval of the Nominating Committee;
- (h) Election of Directors, as required;
- (i) Appointment of the Chair of the Board, if required; and
- (j) Other Business.

In addition, at least once every four years the Directors shall present to the Annual Meeting a Plan, being a statement of Policies and Objectives of the Corporation for the ensuing four years. The Plan as approved at an Annual Meeting may be reviewed and altered at any subsequent Annual Meeting.

### **3.08 Adjournment**

The chair of any General Meeting may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and no notice of adjournment need be given except that when a meeting is adjourned for three days or more, notice of the adjourned meeting shall be given as if an original meeting. Any business may be

brought before or dealt with at an adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

### **3.09 Participation by Electronic Means**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a General Meeting, any Member entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A Member participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any Member participating in a meeting of members pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **3.10 General Meetings Held Entirely by Electronic Means**

If the Directors or Members of the Corporation shall call a General Meeting pursuant to the Act, those Directors or Members, as the case may be, may determine that the General Meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the General Meeting.

### **3.11 Written Resolutions**

Subject to Section 1.66 of the Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a General Meeting is as valid as if it had been passed at a General Meeting.

## **SECTION 4 - DIRECTORS**

### **4.01 General**

- (a) The affairs of the Corporation shall be managed by the Board which shall be composed of twelve (12) Directors. The Directors shall be elected by the Members from among the qualified individuals nominated by the Nominating Committee. There shall be at least one Director resident in each Region. The Nominating Committee shall seek to stagger the Board retirements to the extent possible so 3 of 12 members retire/renew per cycle of 3 years.
- (b) The Nominating Committee shall make best efforts to ensure that no more than 60% of the Board (7 Directors) shall be elected of the same gender identity.
- (c) All Directors in exercising their powers and discharging their duties shall:
  - (i) act honestly and in good faith with a view to the best interests of the Corporation as a whole and not of any particular Member or Region; and
  - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;

- (d) No officer or director of any Provincial Organization (other than the immediate past president) is eligible to be nominated as a Director. The Chief Executive Officer is also not eligible to be nominated onto the Board.
- (e) The Board may appoint individuals as Honorary Directors for having made an outstanding contribution to the sport of tennis in Canada and to the Corporation. An Honorary Director shall be entitled to receive notice of and attend at all meetings of the Board provided that he or she shall not be entitled to vote at such meeting.
- (f) The Board may also appoint an individual as a Player Representative, who is either a current athlete registered in a Corporation sanctioned event, or is a former athlete who has retired from the sport of professional tennis less than eight (8) years ago. A Player Representative shall be entitled to receive notice of and attend at all meetings of the Board provided that they not be entitled to vote at such meeting. Therefore, the Player Representative shall be an ex-officio member of the Board.
- (g) A review and evaluation of the Board's processes, including the attendance record of each Director, shall be conducted on an annual basis.

#### **4.02 Election and Term of Office**

- (a) Directors shall be elected at each Annual Meeting to fill vacant positions on the Board and positions of those Directors whose terms expire at such Annual Meeting. Each Director elected at any Annual Meeting shall, subject to Section 7.02(a), be elected for a term of three (3) years. For Directors whose terms are expiring, the term of the Directors shall be three (3) years or the maximum allowed pursuant to subsection (b), whichever is less.
- (b) Any Director shall be eligible for re-election, provided that, with the exception of the Directors who have been appointed as Chair of the Board, and Immediate Past Chair of the Board, no Director shall serve as Director for more than nine (9) consecutive years.
- (c) A Director appointed as the Chair of the Board or the Immediate Past Chair of the Board, shall serve as Director for no more than thirteen (13) consecutive years.

#### **4.03 Resignation and Removal**

- (a) A Director may resign his or her office by delivering a written resignation to the Chair of the Board or the Chief Executive Officer. The resignation becomes effective at the time it is delivered to the Corporation or at the time specified in the resignation, whichever is later.
- (b) Any Director, including the Chair of the Board, may be removed as a Director before the expiration of his or her term by resolution of the Members passed by a majority of the votes cast at a Special General Meeting called for that purpose.

#### **4.04 Filling Vacancies**

- (a) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Board, except a vacancy resulting from an increase in



the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at a General Meeting. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at a General Meeting, the Board shall forthwith call a Special General Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.

- (b) A Director appointed or elected to fill a vacancy holds office until the Next Annual Meeting. In the event that the position of Chair of the Board becomes vacant, a replacement shall be appointed from among the Directors in accordance with Section 5.03.

## **SECTION 5 - NOMINATING COMMITTEE**

### **5.01 Nominating Committee**

- (a) There shall be a Nominating Committee consisting of three persons: the Immediate Past Chair of the Board (or, if unavailable, a member of the Executive Committee who is not up for election in the next year, appointed by the Chair of the Board), who shall serve as chair of the Nominating Committee; a president of a Provincial Organization appointed by the Council of Provinces Team; and the Chair of the Board (or if unavailable, a Vice-Chair). If the term of the Immediate Past Chair of the Board has expired, and there is not yet an individual holding this position, the retired Immediate Past Chair of the Board may continue to sit on the Nominating Committee until an individual holds this position.
- (b) The Nominating Committee shall be struck at each Annual Meeting and shall remain in place until the next Annual Meeting ("Next Annual Meeting") except that, if a new Chair of the Board has not been appointed pursuant to Section 5.03 at the time of the Next Annual Meeting, the Nominating Committee then in place shall remain in place until the appointment occurs. Any vacancy on the Nominating Committee during any year shall be filled by those who appointed the person whose position must be filled, in accordance with Section 5.01(a).

### **5.02 Nomination of Directors**

- (a) In consultation with the Directors and the presidents of the Provincial Organizations, the Nominating Committee shall be responsible for nominating qualified individuals as candidates for Directors. In carrying out this task the Nominating Committee shall take into account the By-law requirement of representation from each of the six regions and use best efforts to meet the gender representation test in Section 4.01(b) and shall use best efforts to apply diversity. The Nominating Committee shall seek to fill Directors positions with candidates whose abilities, experience and interest match the needs of the Corporation at the time. In doing so, the Nominating Committee shall utilize the competencies based skill matrix of Board members to aid in recruitment and evaluation of nominees based on the Corporation's needs.
- (b) Each Nominating Committee shall meet during its term at least once prior to the semi-annual meeting held during its term, either in person or by conference call, to identify:

- (i) Director positions to be filled at the Next Annual Meeting; and
  - (ii) the particular requirements of the Board.
- (c) The Nominating Committee shall consult with the Provincial Organization presidents and members of the Board in order to prepare a preliminary list of candidates for the Director positions for discussion by the Provincial Organizations and the Board at the semi-annual meeting or in any case at least 60 days prior to the scheduled date of the Next Annual Meeting.
- (d) Having consulted with the Provincial Organization presidents and members of the Board, the Nominating Committee shall submit its nominees for positions of Directors to the Members at least 30 days prior to the scheduled date of the Next Annual Meeting.
- (e) By notice to the Corporation given at least 14 days prior to a Next Annual Meeting, any Member may nominate one or more qualified individuals as candidates for the position of Director to be elected at that Next Annual Meeting. A list of the nominations together with a statement of the present occupation, each Director's meeting attendance record (if any), and employment of each nominee and the offices or positions held by that nominee in tennis organizations during the preceding five years, shall be included with the notice of such Next Annual Meeting.

### **5.03 Nomination of Chair of the Board**

- (a) In addition to its responsibilities described in Section 5.02, the Nominating Committee shall be responsible for nominating one of the Directors to be appointed as Chair of the Board.
- (b) No Director who has served for more than six (6) years shall be eligible to be nominated as Chair of the Board, unless determined by the Nominating Committee in its sole discretion.
- (c) The Nominating Committee shall identify and determine the incoming Chair of the Board, up to one (1) year before the existing Chair of the Board's term expiry. The incoming Chair of the Board's appointment shall be effective pursuant to Section 5.03(d).
- (d) The Nominating Committee's nominee as Chair of the Board shall be presented to the Board for its consideration at a meeting of the Board duly called and held at least 60 days before the Next Annual Meeting. The name of the nominee shall be stated in the notice of the meeting. At the meeting the appointment of the nominee as Chair of the Board shall be made by resolution of the Board. If the Board does not appoint the nominee, the Nominating Committee shall, after further consultation with the members of the Board either individually or collectively, again present a nominee (who may be a nominee previously presented to the Board and not appointed) to the Board for its consideration at a meeting held no more than 30 days after the meeting at which a prior nominee was not appointed. This process shall continue until the Board appoints as Chair of the Board a nominee presented to it by the Nominating Committee. The appointment of the Chair of the Board selected through this process shall be effective immediately after the Next Annual Meeting or, if the appointment of a

Chair of the Board has not been made by the time of such Next Annual Meeting, immediately after the subsequent meeting of the Board at which the Chair of the Board is appointed by the Board.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.01 Place of Directors' Meetings**

The Board may hold its meetings at such times and places in Canada as it may from time to time determine. Meetings may be formally called on the direction of the Chair of the Board or any two Directors.

### **6.02 Notice of Meeting**

Notice of a meeting, given other than by mail, shall be given at least seven days before the day appointed for the meeting and shall state the date, time and place of the meeting and the nature of the business to be transacted thereat. Notice given by mail shall be sent at least 14 days prior to the meeting. The Board may provide for regular meetings of the Board and shall designate the time and place at which such meetings are to be held. A copy of any resolution of the Board establishing regular meetings shall be sent to each Director and no other notice shall be required for any such regular meeting. The Board shall meet at least four times during each membership year of the Corporation. No notice need be given for the meeting of the Board held immediately following the conclusion of the Annual Meeting.

### **6.03 Participation by Electronic Means**

A Director may, in accordance with the Regulations, if any, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

### **6.04 Quorum**

Seven Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

### **6.05 Votes to Govern**

Each Director present at a meeting of the Board shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question.

### **6.06 Written Resolutions**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or a committee of Directors.

## SECTION 7 - OFFICERS

### 7.01 Appointment

- (a) Unless otherwise specified by the Board, the officers of the Corporation shall be the Chair of the Board, Immediate Past Chair of the Board, two Vice-Chairs of the Board, the Chair of the Finance and Audit Committee and the Chief Executive Officer.
- (b) At its first meeting after each Annual Meeting the Board shall appoint, from among the Directors, two Vice-Chairs of the Board and the Chair of the Finance and Audit Committee.
- (c) The Board may appoint an individual as an Honorary Officer for having made an outstanding contribution to the sport of tennis in Canada and to the Corporation. An Honorary Officer is not a member of the Corporation.
- (d) The Officers of the Corporation shall be appointed by the Board to hold office from the date of appointment until their successors are appointed unless the By-laws otherwise provide. Officers shall be subject to removal by resolution of the Board at any time.

### 7.02 Description of Offices

The offices of the Corporation shall have the following duties and powers associated with their positions unless otherwise specified by the Board, which may, subject to the Act, modify, restrict or supplement such duties and powers:

- (a) The **Chair of the Board** shall also be the President. The Chair of the Board shall be a Director appointed by the Board in accordance with Section 5.03 if the office of the Chair of the Board has been vacated or if the term of the Chair of the Board is to expire. The Chair of the Board shall be appointed to serve for a term of four (4) years ending when a new Chair of the Board has been appointed in accordance with Section 5.03. The final six (6) months to a year of the Chair of the Board's appointment shall serve as a transitional period ("Transitional Period"). The Chair of the Board shall preside at all meetings of the Members, the Board and the Executive Committee. The Chair shall monitor and evaluate the performance of the Chief Executive Officer in consultation with the Board. During the Transitional Period, the Chair of the Board shall prepare the incoming Chair of the Board who has been identified by the Nominating Committee pursuant to Section 5.03, regarding their duties identified in this Section.
- (b) The **Immediate Past Chair of the Board** is the individual who served as Chair of the Board immediately prior to the current Chair of the Board, except that a Chair of the Board removed from office pursuant to Section 4.03(b) shall not, upon his or her removal, be the Immediate Past Chair of the Board and the individual holding the position of Immediate Past Chair of the Board at the time of such removal shall continue to be the Immediate Past Chair of the Board as if the Chair of the Board who was removed was never the Chair. The Immediate Past Chair of the Board shall hold office for a term of three years.
- (c) The **Vice-Chairs of the Board** (the "Vice-Chairs") shall be Directors. During the absence or inability of the Chair of the Board, a Vice-Chair shall, in order of

seniority as Vice-Chair, and if that shall be equal, in order designated by the Board, have the duties and powers of the Chair of the Board. If a Vice-Chair exercises any such duty or power, the absence or disability of the Chair of the Board shall be presumed with reference thereto. A Vice-Chair shall also perform such duties and exercise such powers as the Chair of the Board may from time to time delegate to him or her or as the Board may prescribe.

- (d) The **Chair of the Finance and Audit Committee** shall be a Director. The Chair of the Finance and Audit Committee shall present the financial statements of the Corporation to the Annual Meeting and shall perform such other duties and exercise such powers as may from time to time be prescribed by the Board.
- (e) The **Chief Executive Officer** of the Corporation shall have authority, subject to the authority and supervision of the Board, to manage and direct the business and affairs of the Corporation, which shall include authority, except for those employees and agents of the Corporation appointed directly by the Board, to appoint and remove all employees and agents of the Corporation to and from positions established from time to time by the Board and to settle the terms of their employment and remuneration within guidelines established by the Board. The Chief Executive Officer shall report to the Chair of the Board on an ongoing basis and to the Executive Committee, the Board and the Members at their respective meetings. The Chief Executive Officer shall hold office until his or her successor is appointed by the Board. The Chief Executive Officer shall present a multi year strategic plan and the annual budget together with recommendations thereon to the Board after they have been reviewed by the Finance and Audit Committee. He or she shall also submit to the Board all financial statements reviewed by the Finance and Audit Committee.

## **SECTION 8 - MANAGEMENT COMMITTEES**

### **8.01 Appointment**

At its first meeting after each Annual Meeting the Board shall appoint, from its own members, the following Management Committees for the ensuing year:

### **8.02 Executive Committee**

- (a) The Executive Committee shall consist of the Chair of the Board, the Immediate Past Chair of the Board, the Vice-Chair(s), and the Chair of the Finance and Audit Committee. In addition, the Board may appoint to the Committee up to two Directors. The Executive Committee shall have all the powers of the Board between meetings of the Board but such powers shall only be exercised when, in the opinion of the Chair of the Board, it is necessary or expedient to make an immediate decision. The Executive Committee shall be responsible for reviewing senior management compensation and succession planning on an annual basis. Four members of the Executive Committee shall constitute a quorum.
- (b) With the exception of the Chair of the Board, each member of the Executive Committee shall have one vote. The Chair of the Board shall not have a vote except in the case of an equality of votes on any resolution, in which case the Chair of the Board shall have a casting vote. Meetings of the Executive Committee shall be held at any time and at any place determined by the

members of such Committee. Notice of meeting, given other than by mail, shall be given at least 48 hours before the meeting is scheduled to begin. Notice given by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat. Any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **8.03 Finance and Audit Committee**

- (a) The Finance and Audit Committee shall consist of the Chair of the Board and at least three other Directors. Three members of the Finance and Audit Committee shall constitute a quorum. The Finance and Audit Committee shall be responsible for the financial affairs of the Corporation including:
  - (i) assisting the Board in fulfilling its fiduciary responsibilities in regard to financial budgeting, financial statements, reporting and banking and investments on a timely manner, fund-raising activities, and ensuring accountability for the use of assets;
  - (ii) acting as an audit committee and ensure the independence of the external auditors and recommend the annual appointment of the auditors;
  - (iii) fulfilling oversight with respect to risk management processes, including Whistle Blower, information systems security and overall internal controls;
  - (iv) communicating effectively with the Board, external auditors, and management.

## **SECTION 9 - OTHER COMMITTEES**

### **9.01 Other Committees**

The Board may establish from time to time such other committees as it deems expedient and may delegate to any such committee such duties and powers as may be necessary for the proper conduct of the affairs of the Corporation. Members of such committees may or may not be required to be Directors. For a list of the existing Standing Committees, please see **Appendix "A"**.

### **9.02 Criteria**

In establishing any other committee pursuant to this Section the Board shall describe the purpose or terms of reference of the committee which may include the following:

- (a) the specific term if any, during which the committee is to function;
- (b) whether the committee is advisory or operational in nature; and
- (c) the authority, if any, to be delegated to the committee by the Board.

On the recommendation of the Chair of the Board, the Board shall approve the composition

of sub-committees. This may include, where appropriate, appointing non-Members and/or non-Directors, who have expert knowledge in a specific field, to serve on the committee(s) in an advisory capacity.

In selecting members for any such committee the primary objective shall be the selection of those available persons with the most suitable qualifications for the committee. Subject to this primary objective, efforts shall be made, when the purpose or terms of reference of the committees require, to ensure that the committee has broad regional representation. If a committee does not have broad regional representation it shall, in conducting its affairs, seek the views of Provincial Organizations, where appropriate.

## **SECTION 10 - COUNCIL OF THE PROVINCES AND TERRITORIES**

### **10.01 Purpose**

The Corporation shall establish a council, to be known as the Council of the Provinces and Territories (the "COPT"), which will be vested with the powers necessary to carry out the following purposes and objectives:

- (a) at least once every calendar year, to review the Strategic Plan for tennis development with particular regard for joint responsibilities between the Corporation and the Provincial Organizations;
- (b) to consult with and advise the Board on issues of importance to the Provincial Organizations;
- (c) to share information among the Provincial Organizations on matters of mutual concern or benefit; and
- (d) to report its findings and recommendations to the Board for further action.

### **10.02 Composition**

The COPT will be composed of the presidents or chair of each Provincial Organization, the Chair of the Board and the Chief Executive Officer of the Corporation.

### **10.03 Meetings**

- (a) Meetings of the COPT will occur twice a year at the Corporation's semi-annual and annual General Meetings. Special meetings of the COPT may be called at any time by a majority of the members of the COPT.
- (b) The COPT will select a chair who will be responsible for preparing all business to be brought before meetings of the COPT.
- (c) All findings and recommendations made at any meeting of the COPT shall be addressed to the Board at a Board meeting coinciding with the meeting of the COPT or at a reasonable time thereafter.
- (d) The COPT may establish rules and procedures to carry out the foregoing.

## **SECTION 11 - PUBLIC ACCOUNTANT**

### **11.01 Appointment**

Members of the Corporation shall, by majority vote at each Annual Meeting, appoint a public accountant to hold office until the close of the next Annual Meeting or until a successor is appointed. The Members may, by majority vote at a Special General Meeting, remove the public accountant from office.

### **11.02 Duties**

In addition to the duties prescribed by the Act, the public accountant shall examine all books, vouchers and accounts of the Corporation and provide a report thereon for presentation at the ensuing Annual Meeting.

### **11.03 Remuneration**

The remuneration of the public accountant may be fixed by a majority vote of the Members or, if not so fixed, shall be fixed by the Board.

## **SECTION 12 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **12.01 Remuneration**

Directors shall serve as Directors and, where applicable, as Officers without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Director or as an Officer. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

### **12.02 Indemnity of Directors and Officers**

- (a) No Director whether in his or her capacity as a Director or as an Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own willful misconduct or gross neglect.
- (b) Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such persons heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved



because of that association with the Corporation or other entity, if:

- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in the By-laws shall limit the right of any person entitled to claim indemnity apart from the provisions of the By-laws.

### **12.03 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a director or an officer of the Corporation; or
- (b) the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## **SECTION 13 - NOTICE**

### **13.01 Method of Giving Notice**

- (a) A notice or document required by the By-laws or by the Act to be sent to the Corporation, or a Member, Director or Officer may be sent by telex, telegram, facsimile or by prepaid mail addressed to the Corporation at its head office to the attention of the Chief Executive Officer or to the Member, Director or Officer at his or her latest address as shown in the records of the Corporation or may be delivered personally to the Corporation, Member, Director or Officer or to such address.
- (b) A notice or document so sent shall be deemed to have been given when it is delivered personally or at the address aforesaid, and a notice or document so telexed, facsimiled, telegraphed or mailed shall be deemed to have been given, if telexed, facsimiled or telegraphed when dispatched and if mailed, when deposited in a post office or public letter box.
- (c) A notice or document sent in accordance with this Section shall be deemed to have been received at the time it would be delivered in the ordinary course unless there are reasonable grounds for believing that the Member, Director or Officer did not receive the notice or document at that time or at all.

- (d) If the Corporation sends a notice or document to a Member in accordance with this Section and the notice or document is returned on three consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until the Member informs the Corporation in writing of its or his or her new address.

### **13.02 Omissions and Errors**

No error or omission in giving notice of any meeting of Directors or any General Meeting or adjourned General Meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director or Member, as the case may be, may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

## **SECTION 14 - BY-LAWS AND EFFECTIVE DATE**

### **14.01 By-law Revisions and Effective Date**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next General Meeting where it may be confirmed, rejected or amended by a majority vote of the Members provided that the votes of at least five Members are represented in such majority. 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 General Meeting or if it is rejected by the Members at the meeting.

### **14.02 Repeal**

By-law "N" of the Corporation is hereby repealed and replaced by the By-law "O" herein effective as at the date confirmed by the Members set out below.

**CERTIFIED to be By-Law "O" of the Corporation, as enacted by the Directors and confirmed by the Members on the 10th day of May, 2023.**

Name: Peter Kruyt  
Title: Chairman of the Board

Name: Michael Downey  
Title: Chief Executive Officer

## **Appendix "A"**

### **B1 General**

Pursuant to Section 9.01 of these By-Laws, the Board may establish from time to time such other committees as it deems expedient and may delegate to any such committee such duties and powers as may be necessary for the proper conduct of the affairs of the Corporation.

### **B2 Existing Sub Committees**

The following describes existing Standing Committees. The Terms of Reference, as revised from time-to-time, of each of the following Standing Committees should be referenced for more information regarding each committees' objectives and scope of work.

The Board may, in its sole discretion, remove or add committees as set out in this Appendix, at any time and without notice. The Board and/or the applicable Standing Committee may also, in its sole discretion, alter the responsibilities of the applicable Terms of Reference, at any time and without notice.

#### **i. Governance Committee**

The Governance Committee is responsible for:

- ensuring that appropriate governance principles and practices are in place;
- overseeing Board effectiveness measures (i.e., orientation, assessment);
- reviewing and supporting Tennis Canada's People and Culture foundational elements (including progress on Equity, Diversity and Inclusion matters); and
- providing oversight for Safe Sport policies and procedures and implementation progress within Tennis Canada and external delivery partners.

#### **ii. Tennis Development Committee**

The Tennis Development Committee shall be responsible for :

- advising management and helping to advance high-level management thinking within the scope of the committee, including High-Performance strategy, athlete relations planning and management, and program planning, as well as Tennis Development strategy and program planning;
- reviewing annual High-Performance and Tennis Development budgets for recommendation to the Board;
- reviewing annual performance of High-Performance and Tennis Development departments against dashboard and plan;

- partnering with management on exceptional basis with respect to major initiatives with multi-year and large-scale impact (i.e. new facilities, etc.); and
- making recommendations to the Board based on management's work, where relevant and within scope.

**iii. Tennis Business Committee**

The Tennis Business Committee shall be responsible for:

- advising management on major areas of scope including Canadian Open revenue and operations, owned stadia CAPEX, pro Tour relations, digital transformation and new revenue opportunities;
- partnering with management on exceptional basis with respect to major initiatives with multi-year and large- scale impact (e.g. Canadian Open title sponsor renewal, new sanction acquisition, Food & Beverage Request for Proposal, etc.);
- making recommendations to the full board based on management's work, where relevant and within scope

**iv. Finance and Audit Committee**

As described under Section 8.03 of these By-Laws.

**Appendix "B"**

As a Board member, each Director is subject to the Corporation's Code of Conduct, and the Universal Code of Conduct to Prevent and Address Maltreatment in Sport (UCCMS), as amended from time to time.