


T.K. SPARKS
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Bylaws of New Westminster Tennis Club (the "Society")

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Registered Address" means, with respect to a Member, his or her address as recorded in the register of members.

"Email Address" means, with respect to a Member, his or her email address as recorded in the register of members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Interpretation

1.4 Words importing the singular include the plural and vice versa; and words importing a male or female person include a person of the other gender, a person who identifies with no gender, and a corporation.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Classes of membership

2.2 The members of the Society shall be divided into the following classes with the rights and obligations as indicated below, provided that the number of voting members herein shall always exceed the number of non-voting members.

(a) Honorary Life Member

An Honorary Life Member is any individual who has distinguished himself or herself by voluntary meritorious work to the Society and the game of tennis and who, by special resolution at an Annual General Meeting of the Society, is elected to life membership.

(b) Life Member

A Life Member is any individual approved for membership in this class who is over the age of eighteen (18) years and who has paid a life membership entrance fee or such other entrance fee as may be designated by special resolution at an Annual General Meeting of the Society. Such members shall not exceed fifty-three (53) in number provided, however, that the number of life members may be increased by special resolution at an Annual General Meeting of the Society.

(c) Regular Adult Member

A Regular Adult Member is any individual approved for membership in this class who is over the age of eighteen (18) years on January 1 and who has paid a Regular Adult Member entrance fee or such other entrance fee as may be designated by resolution at an Annual General Meeting of the Society.

(d) Student Member

A Student Member is any individual approved for membership by the Board in this class who is in full-time attendance at a post-secondary institution. Such member shall, at the request of the Board, provide to the Board current documentation to support their full-time student status.

(e) Junior Member

A Junior Member is any individual approved for membership by the Board in this class who is under the age of eighteen (18) years on January 1. Such members shall be limited to playing times designated by the Board in accordance with the regulations of the Society and shall not pay an entrance fee. At the discretion of the Board, the Board may require a Junior Member to be supervised at the Club by a member who is not a Junior Member.

(f) Intermediate Junior Member

An Intermediate Junior Member is any individual approved for membership by the Board in this class who is under the age of eighteen (18) years on January 1 and who by special recommendation of the Society's Head Tennis Professional and approval of the Board has been deemed to display the required tennis level and mature behaviour consistent with that of a regular adult member. Such Intermediate Members shall have full playing privileges and shall not pay an entrance fee.

(g) Non-Playing Member

A Non-playing Member is an individual approved by the Board for membership in this class for the following cases:

- (i) An existing member in good standing applied for on the basis of temporary incapacity; or
- (ii) A guardian/ parent of either a new junior or intermediate membership applicant, who does not wish to play tennis or does not meet the requirements for a playing membership.
- (iii) A member of 20 years or more in good standing may apply to be a non-playing member.

Such members shall pay the same entrance fee as a Regular Adult Member. Such members shall have no playing privileges.

(h) Executive Member

An Executive Member is a Life, Honorary Life, Student or Regular Adult Member who has been elected as a director to the Board at an Annual General Meeting, but only for the time he or she is a Board director.

(i) Graduation between Membership Classes

Student Members and Junior Members (including Intermediate Junior Members) who graduate to the Regular Adult Membership Class without any break in their status as a member in good standing prior to their graduation shall not pay an entrance fee.

Rights, Obligations and Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

- (a) Each Honorary Life Member, each Life Member, each Regular Adult Member, and each Student Member, in good standing, shall have one vote at any general meeting of the Society.
- (b) Members of all other classes shall not be entitled to vote at any general meeting of the Society.

- (c) At no time shall the number of non-voting members exceed the number of voting members.

Amount of membership dues

2.4 The amount of the annual membership dues for a Regular Adult Member and the entrance fee for all classes of new members and any other special dues, if any, must be determined by the members at a general meeting. The Regular Adult Member annual membership dues and any entrance fees shall remain unchanged until changed at a subsequent general meeting. Any special dues will cease to be applicable at the earlier of the end of the calendar year in which a general meeting passed the special dues or the special dues being repealed by a general meeting, provided that any special due assessed will continue to be payable by any assessed member who has not paid such special due by the end of the calendar year.

Honorary Life Members and Life Members shall not be required to pay any annual membership dues.

Student Members, Junior Members (including Intermediate Junior Members), and Executive Members shall pay annual membership dues which are 50% of the Regular Adult Member annual membership dues.

Non-playing members shall pay annual membership dues which are 33% of the Regular Adult Member annual membership dues, provided however, that if such Non-Playing Member applies for and is accepted into another membership class during the calendar year, then such member shall pay additional annual membership dues equal to the difference between the Non-Playing dues and the dues required in respect of the class for which the member is approved.

The Board may pro-rate the annual membership dues for any new member who joins the Society after August 1 in any calendar year, provided that the reduced annual membership dues shall not be less than 50% of the annual membership dues applicable to the membership class into which the new member is admitted.

Late fees

2.5 Any member who has not paid his or her annual membership dues by April 1 or such other the date set by the Board shall pay a late fee as may be determined by the Board in its discretion and such member shall have no playing or other membership privileges until such time as such member has paid in full both the annual membership dues and the late fee. If a date other than April 1 is set by the Board for payment of annual membership dues, members shall be notified at their Email Address and a notice of such other date posted inside the Society's premises.

Guest fees

2.6 Subject to the Society's regulations Members hosting guests at the Club to play tennis must pay the guest fee amount in effect at the time.

Member not in good standing

2.7 A member is not in good standing if the member fails to pay the member's annual membership dues, late fees or any special dues, if any, and the member is not in good standing for so long as those dues or fees remain unpaid.

Member not in good standing may not vote

2.8 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.9 A person's membership in the Society is terminated if the person:

- (a) delivers his or her resignation in writing to the Secretary of the Society or mails or delivers it to the address of the Society;
- (b) dies;
- (c) is expelled;
- (d) is not a member in good standing for six (6) consecutive months; or
- (e) being a Student Member, Junior Member or Intermediate Member, or Non-Playing Member no longer meets the qualification of membership in his or her class and fails to pay any fees or dues required to be paid by members of the class for which the member qualifies.

2.10 (1) A member may be expelled or suspended in the discretion of the Board for the following reasons:-

- (a) failure to pay any fees or dues required by the Society;
- (b) conduct, whether on the Society's premises or elsewhere, which in the opinion of the Board, is considered to be improper, unbecoming or likely to endanger the welfare, interest or character of the Society; and
- (c) willful failure to observe the rules and regulations of the Society;

(2) Before the Board may expel a member by virtue of either sub-paragraphs (b) or (c) of paragraph (1) above, the following procedures must be complied with:

- (a) The Board must give fifteen (15) days' notice by personal delivery or registered mail to the member's Registered Address of a hearing to be held

for disciplinary purposes;

- (b) The said hearing must be attended by a quorum of the Board;
- (c) The said notice must contain in general terms the substance of the charge or charges against the said member; and
- (d) The said member shall have the right to speak in his or her own defense.

(3) Where the provisions of this section have been complied with and the majority of the Board present are in favour of expulsion or suspension, notice in writing shall be delivered personally or sent to the usual address of the member informing him of the decision of the directors, which shall be effective upon pronouncement.

(4) The Board may expel or suspend a member under the provisions of paragraph 2.S(l)(a) by passing a resolution to that effect and personally delivering or mailing notification to the said member at his or her Registered Address by ordinary mail.

(5) No appeal shall lie to any court or body statutory or otherwise from any decision of the Board made pursuant to this section.

Transfer of membership and readmission after termination

2.11 No membership in any class is assignable or transferrable and no member who has ceased to be a member under the provisions of paragraphs 2.8 or 2.9 hereof shall be readmitted to membership except in accordance with the provisions of paragraph 2.1 and 2.2 hereof. However, a person who was previously a Regular Adult Member, upon payment of 50% of the Regular Adult Member entrance fee may be re-admitted by the Board to membership.

PART 3 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.2 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;

- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the

meeting is terminated, and

- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an Annual General Meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous Annual General Meeting,

- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 - DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Election or appointment of directors

4.2 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of directors

4.4 No board member can hold the same office for more than three consecutive years. No board member can have more than 4 continuous years of service on the Board in any capacity.

Where no other member volunteers for nomination, the term limits may be waived and the term extended.

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Powers of Directors

4.6 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, including establishing such rules as may be required for play or the use of the Society's premises, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

4.7 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

Removal of a Director

4.8 A director may be removed from office, pursuant to bylaw 4.6, dealing with the powers of directors, by a two-third (2/3) majority vote of all board members held at a regularly constituted meeting of directors for conduct contrary to:

- (a) all laws affecting the Society
- (b) these bylaws; and
- (c) the Board Code of Conduct and Members Code of Conduct.

PART 5 - BOARD OF DIRECTORS' MEETINGS

Calling a Board of Directors' meeting

5.1 A Board meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a Board meeting is a majority of the directors.

PART 6 - BOARD POSITIONS**Election or appointment to Board positions**

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties and shall perform such other duties as the Board may assign from time to time, including general oversight of the business of the Society.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act and shall perform such other duties as the Board may assign from time to time.

Role of secretary

6.5 • The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - NOTICE TO MEMBERS

Notices

8.1 A notice may be given to a member:

- (a) personally;
- (b) by prepaid mail to the members ' Registered Address, in which case it shall be deemed to be delivered, if posted in British Columbia prior to the last posted mail pick up time, on the third day (excluding Saturdays, Sundays and holidays) after mailing;
- (c) by fax to the last fax address (if any) provided to the Society; or
- (d) by email to the member's Email Address (if any).

8.2 Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

8.3 No other person is entitled to receive a notice of general meeting.

PART 9 - SOCIETY CEASING TO EXIST

9.1 In the event of the New Westminster Tennis Society ceases to exist, all improvements, as defined in the license with the Corporation of the City of New Westminster, shall revert to the City of New Westminster.