

South Island Tennis Association

Bylaws of the South Island Tennis Association (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.

"South Vancouver Island" means those portions of Vancouver Island south of, and including, the City of Duncan, and includes the Gulf Islands that are south of Duncan.

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.

Part 2 – Members

Membership and voting rights

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

2.2 All individual members of tennis clubs on South Vancouver Island where the club is a member club of Tennis BC are members of the South Island Tennis Association.

2.3 All individual members of Tennis BC who are resident on South Vancouver Island are members of the South Island Tennis Association.

2.4 Each tennis club or tennis facility located on South Vancouver Island that is an incorporated entity and a member of Tennis BC is a member of the South Island Tennis Association.

2.5 A member who is a member pursuant to sections 2.2, 2.3, or 2.4 may opt out of membership by notice in writing to the Board.

2.6 Each member of the Society is a voting member entitled to vote at general meetings of the Society.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

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

Member not in good standing may not vote

2.5 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 if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 – General Meetings of Members

Time and place of general meeting

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

Ordinary business at general meeting

3.2 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

3.3 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

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 10 voting members.

Lack of quorum at commencement of meeting

3.8 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

3.9 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

3.10 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

3.11 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

3.12 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

3.13 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

3.14 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

3.15 Voting by proxy is not permitted.

3.16 A member that is a tennis club or tennis facility may appoint any individual member of the Society to attend and vote on behalf of the member tennis club or tennis facility. The appointment may be verbally given by a person authorized by the member tennis club or tennis facility, and it is sufficient for the individual member voting on behalf of a member tennis club or tennis facility to state at the meeting they have been so appointed without written authorization being required.

Matters decided at general meeting by ordinary resolution

3.16 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 3 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 appointment of director filling casual vacancy

4.4 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.

Part 5 – Directors’ Meetings

Calling directors’ meeting

5.1 A directors’ 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 directors’ 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 directors’ 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 directors’ 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.

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.

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 - General

- 8.1 The Society shall be a member-funded society within the meaning of the Societies Act.
- 8.2 The fiscal year end of the Society is December 31.
- 8.3 All directors and persons holding positions on the Board must be members of Tennis BC.

8.4 Directors and officer positions on the board shall be elected for a one year term, or until the next annual general meeting of the Society. A director or officer may be removed by special resolution at a general meeting.

8.5 The directors shall meet at least four times per year. Minutes of meetings of the directors shall be prepared and available to the members. The directors may conduct business between meetings and vote electronically by email. Where a vote of the directors has been taken between meetings, the business conducted shall be reported at the next meeting of the directors and included in the minutes.

8.6 At a general meeting of the Society, nominations for directors or officer positions on the board may be made from the floor, and if the person nominated consents, that person may stand for election.

8.7 At least 45 days notice to the members shall be given of a general meeting of the Society. Notice may be given electronically by email, using the database of members email addresses maintained by the Society. Where notice of meeting has been broadcast widely to the membership, accidental failure to give notice to, or the non-receipt of notice by, any members of the Society does not invalidate proceedings of the general meeting.

8.8 An annual general meeting shall be scheduled by the board of directors once each year. A general meeting may be called by the board of directors at any other time required. In addition, any ten members of the Society may by written notice to the board of directors require that a general meeting be scheduled within 60 days of the notice.

8.9 At least 30 days prior to a general meeting of the Society, the President or Secretary of the Society shall issue a call for nominations, include a copy of the agenda for the meeting, include a copy of the treasurer's report, and include a copy of any special resolutions proposed by the board of directors.

8.10 Ordinary resolutions may arise from the floor of a general meeting notwithstanding no prior notice having been given. A member wishing to propose a special resolution shall provide at least 30 days notice to the directors prior to the meeting. The directors shall forward notice of any special resolutions received to the membership at least 20 days prior to the meeting.

8.11 The treasurer shall maintain the accounts of the Society, provide an updated financial statement regularly and on request to the board. The funds of the Society shall be held in one or more accounts at a CDIC insured bank, and may be held in the form of Canada Savings Bonds. Two signatures of directors of the Society shall be required on all cheques drawn on the Society's accounts.

8.12 The Society may maintain director's liability insurance.

8.13 At a general meeting of the Society, the Chairperson of the meeting shall only vote in case of a tie.

8.14 At a meeting of the board of directors, the director or officer chairing the meeting has a vote. In the case of a tie the motion fails to pass.

8.15 The President, or the Vice-president, shall call meetings of the board of directors from time to time throughout the year, call for agenda items, and produce an agenda for the meeting. In addition, any director of the Society may call for a meeting of the board of directors, and if a majority of directors are in agreement the meeting shall be held. Notices of directors meetings may be given electronically by email.

8.16 The board of directors may delegate any matter to a subcommittee to consider and report back to the board of directors. A subcommittee may consist of any persons appointed by the board of directors, whether directors or members of the Society. Every director is an *ex officio* member of any subcommittee that is appointed any may participate in its proceedings. A subcommittee is advisory only and does not have the authority to make any decision binding on the Society.

8.17 The board of directors is not authorized to borrow money on behalf of the Society unless authorized by a special resolution at a general meeting of the Society.

8.18 The Secretary shall maintain the records of the Society, which may be kept in electronic format. Subject to the requirements of freedom of information and privacy legislation, a member of the Society shall be entitled to review the records of the Society upon request to the Secretary or the Board of Directors.

8.19 No amendment to these bylaws which involves or affects the rights of a member tennis club or tennis facility to hold any existing championship shall be made without the consent of that tennis club or facility.

Part 9 - Winding up

9.0 A winding up of the Society shall be by special resolution at a general meeting, and requires at least 60 days notice to the membership of the special resolution to wind up.

9.0 On a winding up of the Society, any assets remaining after the Society's obligations have been met, shall be distributed to one or more non-profit organizations conducting their activities on South Vancouver Island that have as their purpose promoting and fostering tennis junior development.