

THE OAK BAY TENNIS CLUB CONSTITUTION

1. The name of the Society is “The Oak Bay Tennis Club”.
2. The object of the Society is:
 - (a) To provide for benefit of the members, the tennis courts, club facilities, programs and activities
 - (b) To do all such other things to further the interests of the Club or to be incidental or conducive to the attainment of the object stated above.
3. The operations of the Society are to be chiefly carried on in the Municipality of Oak Bay in the Province of British Columbia.

THE OAK BAY TENNIS CLUB BYLAWS

MEMBERSHIP

- 1.1 The membership of the Club shall consist of Senior Members, Life Members, Junior Members, Out-of-Town Members, Retainer Members, and Charter Members.
- 1.2 A membership year is a twelve (12) month period commencing on January 1.
- 1.3 Senior Members are persons who have attained or will attain age nineteen (19) in their first membership year as a Senior Member, and whose applications for Senior Membership have been approved by the Board of Directors. Senior Members in good standing are eligible to vote, hold office, have full playing privileges, and may have proprietary rights in the assets of the club subject to restriction in 8.5 (a).
- 1.4 Life Members are those who were Honorary Members on May 16, 2009 and Senior Members so elected by resolution at a General Meeting, and have the rights and privileges of a Senior Member.
- 1.5 Junior Members are persons who have not attained and will not attain age nineteen (19) in their first membership year as a Junior Member, and whose applications for Junior Membership have been approved by the Board of Directors. Junior Membership terminates at the end of the membership year in which Junior Members reach age eighteen (18). Junior Members are not eligible to vote or hold office and have no proprietary rights in the assets of the Club.
- 1.6 Out-of-Town Members are those who were Out-of-Town Members on May 16, 2009 and former Senior Members or Life Members whose applications for Out-of-Town Membership have been approved by the Board of Directors. Out-of-Town Members must reside off Vancouver Island or beyond the Duncan – Port Renfrew line for at least eleven (11) months of each membership year. Out-of-Town Members are not eligible to vote or hold office and have no proprietary rights in the assets of the Club.
- 1.7 Retainer Members are persons who held Retainer Membership in 1993 and have not subsequently changed their membership status. No further Retainer Memberships shall be granted. Retainer Members are not eligible to vote or hold office, have no proprietary rights in the assets of the Club and have no playing privileges.
- 1.8 Charter Members are those 36 persons who were granted Charter Membership on February 2, 1963 and whose names are listed as such in the Club records. Charter Members are not eligible to vote or hold office, have no proprietary rights in the assets of the Club and have no playing

- privileges (but this shall not prejudice any privileges they may be entitled to as Senior Members, Life Members or Out-of-Town Members).
- 1.9 Persons who apply for membership become members when their application is approved by the Board and when all applicable fees are paid.
- 1.10 Subject to these Bylaws the playing and other privileges of each class of membership shall be as determined from time to time by the Board of Directors.

FEES

- 2.1 Senior Members, Junior Members, Out-of-Town Members and Retainer Members shall pay an entrance fee and an annual membership fee in an amount determined for their class of membership by the Board of Directors.
- 2.2 All fees are due and payable on the first day of the membership year.
- 2.3 Life Members and Charter Members are not required to pay an annual membership fee.

APPLICATIONS, LIMITATIONS, SUSPENSION AND TERMINATION OF MEMBERSHIP

- 3.1 The maximum number of members in each class of membership shall be established by resolution at an Annual General Meeting.
- 3.2 Notwithstanding Bylaw 3.1 applications for Senior Membership from eligible Junior Members, Out-of-Town Members and the spouse of any present Senior Member or Life Member shall be approved and accepted.
- 3.3 Applications for membership in excess of the maximum number shall be maintained on a waiting list for each class of membership.
- 3.4 Applications for Senior Membership shall be considered in the following order:
(a) Persons approved for reinstatement;
(b) Individuals on the Senior Waiting List, in chronological order;
(c) All other applications.
- 3.5 Applications for Junior Membership shall be considered in the following order:
(a) Children of Senior Members and Life Members;
(b) Individuals on the Junior Waiting List in chronological order;
(c) All other applications.
- 3.6 All members are in good standing except:
(a) Members who have not paid their current annual membership fee or any other fee or debt due and payable to the Club;
(b) Members who are suspended from membership under Bylaw 3.7.
- 3.7 Members who infringe any bylaw, regulation, or rule of the Club or whose conduct is improper or likely to prejudice the interests or reputation of the Club may be suspended or expelled on the agreement of at least a two-thirds majority of the Board of Directors. Members shall not be suspended or expelled without first being given an opportunity to be heard by the Board of Directors at a meeting called for that purpose.
- 3.8 Persons shall cease to be members of the Club:
(a) By notifying the Secretary or Treasurer in writing of their resignation;
(b) By failing to pay the annual membership fee or any other fee or debt within two (2) months of it becoming due and payable;
(c) Upon being expelled;
(d) Upon death.

- 3.9 A person who has ceased to be a member of the Club under Bylaw 3.8 may apply for reinstatement within six (6) months of the effective date of termination of membership and may be reinstated at the discretion of the Board of Directors upon payment of all outstanding fees and debts and any additional fees or surcharges the Board of Directors may determine.

GENERAL MEETINGS

- 4.1 Written notice of any General Meeting shall be emailed or direct mailed to all Senior Members and Life Members in good standing at least fourteen (14) days prior to the date of the planned meeting. The notice shall include a request for information regarding any resolutions that members intend to propose. However, accidental omission to give notice of a meeting to, or non-receipt of notice by, any members entitled to receive notice shall not invalidate proceedings at that meeting. No notice is required for those meetings previously adjourned under Bylaw 4.5.
- 4.2 The Annual General Meeting shall be held once in every calendar year and not more than fifteen (15) months after the holding of the preceding Annual General Meeting.
- 4.3 A General Meeting may be called by resolution of the Board of Directors or by requisition of not less than 10% of the total number of Senior Members and Life Members in good standing.
- 4.4 A quorum at a General Meeting shall be:
- (a) Thirty (30) Senior Members and Life Members in good standing;
 - (b) Fifty (50) Senior Members and Life Members in good standing to vote on a Special Resolution;
 - (c) One hundred (100) Senior Members and Life Members in good standing to vote on a Special Resolution to wind up and dissolve the Club.
- 4.5 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened at the requisition of members, shall be terminated. In any other case it shall stand adjourned to the same day in the following week at the same time when those members present shall form a quorum. No business shall be transacted at an adjourned meeting other than the business left unfinished from the agenda at the meeting from which the adjournment took place.
- 4.6 The President, or Vice-President, or in the absence of both one of the other directors present, shall chair a General Meeting, except that if no directors are present within thirty (30) minutes of the time appointed for the meeting, the members present shall choose one of their number to chair the meeting.
- 4.7 Resolutions at General Meetings shall be decided by a majority of votes cast, except a Special Resolution (75% majority) is required to:
- (a) Amend this Constitution and these Bylaws;
 - (b) Create mortgages or issue debentures;
 - (c) Acquire, lease, sell or dispose of any real property of the Club;
 - (d) Remove a director from office;
 - (e) Wind up and dissolve the Club.
- 4.8 Senior Members and Life Members in good standing present at a General Meeting are entitled to vote.
- 4.9 Proxy votes are not permitted.
- 4.10 Voting is by a show of hands unless the Chair decides that voting shall be by ballot.
- 4.11 In case of an equality of votes, the Chair shall not have a second or casting vote, and the proposed resolution shall not pass.
- 4.12 The business at Annual General Meetings shall include:

- (a) Minutes of the last General Meeting;
- (b) Business arising from those minutes, if any;
- (c) President's Report;
- (d) Financial statements for the prior year and Auditor's Report, if any;
- (e) Forecast of income and expenses expected for the coming year;
- (f) Election of Directors and Officers;
- (g) Appointments;
- (h) Other business.

DIRECTORS AND OFFICERS

- 5.1 The affairs of the Club shall be managed by a Board of Directors consisting of four (4) Officers (President, Vice-President, Secretary and Treasurer) and six (6) Ordinary Directors, who shall be Senior Members or Life Members.
- 5.2 Directors shall be elected for a two (2) year term by a majority of votes cast at an Annual General Meeting. The President, Secretary and three (3) Ordinary Directors shall be elected in even-numbered years and the remainder in odd-numbered years.
- 5.3 A Senior Member or Life Member may be elected for a maximum of two consecutive two-year terms on the Board of Directors as an Ordinary Director and shall not be eligible for re-election until a further two (2) year period has elapsed.
- 5.4 Notwithstanding Bylaw 5.3 an Ordinary Director elected as an Officer may be elected for a further three (3) consecutive two-year terms as an Officer and shall not then be eligible for re-election until a further two (2) year period has elapsed.
- 5.5 A Senior Member or Life Member may be elected for a maximum of three consecutive two-year terms as an Officer and shall not be eligible for re-election until a further two (2) year period has elapsed.
- 5.6 If a director resigns, or is absent without reasonable excuse from three (3) consecutive meetings of the Board of Directors, or is expelled from the Club, or otherwise ceases to hold office before the expiration of a term, the remaining directors may declare the office vacant and appoint a Senior Member or Life Member to fill the vacancy until the next Annual General Meeting, at which time an eligible Senior Member or Life Member shall be elected to complete any unexpired portion of the term.
- 5.7 Directors shall serve without remuneration, but may be reimbursed for expenses necessarily and reasonably incurred while administering the affairs of the Club.

POWERS AND DUTIES OF OFFICERS AND DIRECTORS

- 6.1 The Board of Directors may exercise all the powers of the Club, subject to:
 - (a) All laws affecting a Society;
 - (b) These Bylaws;
 - (c) Resolutions approved at a General Meeting.
- 6.2 No resolution approved at a General Meeting invalidates a prior act of the Board of Directors that would have been valid if that resolution had not been passed.
- 6.3 In particular, but without limiting the generality of the foregoing, the Board of Directors:
 - (a) Shall set the amounts of annual membership fees, entrance fees, and of any other fees or surcharges it determines to be necessary;
 - (b) May waive or reduce such amounts for individual members on medical or other grounds as it sees fit;
 - (c) May make such rules as it sees fit for the use of Club property and the conduct of members while on Club premises;

- (d) May delegate any, but not all, of its powers to committees of a director or directors as it sees fit;
 - (e) Shall maintain a register of members;
 - (f) Shall maintain appropriate insurance including but not limited to, Directors and Officers Liability, Third Party Liability, Fire and Theft, Earthquake;
 - (g) May make grants to assist Junior Members in the pursuit of tennis achievements at its discretion up to the amount set in 4.12(e);
 - (h) Shall operate the Club within the forecast of income and expenses presented at the Annual General Meeting.
- 6.4 The President is the chief executive officer of the Club and shall oversee the other directors in the execution of their duties. The President has the duty to preside at General Meetings and at meetings of the Board of Directors, and shall be an ex-officio member of all committees.
- 6.5 The Vice-President shall assist the President in the execution of duties and shall carry out the duties of the President in the latter's absence.
- 6.6 The Secretary shall conduct the correspondence of the Club, issue notices of meetings of the Club and the Board of Directors, keep minutes of all such meetings and have custody of all records and documents of the Club, except those required to be kept by the Treasurer.
- 6.7 The Treasurer shall keep the financial records, including books of account, necessary to comply with the *Society Act*, render financial statements to the Board of Directors, members and others when required.

MEETINGS OF DIRECTORS

- 7.1 Meetings of the Board of Directors shall be held at the call of the President or any two (2) directors.
- 7.2 The quorum at meetings of the Board of Directors shall be a majority of directors then in office.
- 7.3 If neither the President nor the Vice-President is present at a meeting of the Board of Directors, the directors present shall choose one of their number to Chair the meeting.
- 7.4 All questions at meetings of the Board of Directors shall be decided by a majority of votes cast. The Chair shall only vote in the event of an equality of votes. No motion needs be seconded and the Chair may propose a motion. A motion in writing, signed by all the directors and placed with the minutes of the Board of Directors, is as valid as if regularly passed at a meeting.

OTHER

- 8.1 The fiscal year of the Club shall be from January 1 to December 31.
- 8.2 No grants or donations may be provided to external individuals, organizations or causes of any kind unless approved by a resolution at a General Meeting.
- 8.3 The funds of the Club may only be invested in those member institutions and eligible deposits insured by the Canada Deposit Insurance Corporation (CDIC).
- 8.4 An Auditor may be appointed at each Annual General Meeting, who shall examine the Club accounts and report thereon at the next Annual General Meeting.
- 8.5 Upon the winding up and dissolution of the Club, the assets remaining after all debts have been paid or provision for payment has been made shall be distributed equally among:
 - (a) Those Senior Members who are in good standing and have held Senior Membership for not less than five (5) consecutive membership years immediately prior to the date of dissolution; and

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(b) Life Members who are in good standing.