



The below Constitution and Bylaws were approved at the Club AGM on October 14, 2018, to meet requirements of the new **Societies Act** and requirements to complete the “transition” to the new “Societies Online”.

## **CONSTITUTION**

1. The **NAME** of the Society is the "**VICTORIA TENNIS CLUB**".
2. The **PURPOSE** of the Society is to provide social and competitive tennis at the lowest possible cost on a non-profit basis, but not to operate as a social club.
3. **MEMBER-FUNDED SOCIETY**  
The Society is a member-funded Society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution this Society may distribute its money and other property to its members.

## **BYLAWS**

### Definitions

“Club” means the Society, namely the Victoria Tennis Club.

### **I. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS.**

- (a) The members of the Club are the subscribers of the Constitution and Bylaws, and include every other person who has been approved for membership by the Board of Directors.
- (b) There shall be one class of members in the Club, namely senior members defined as being a person 18 years of age or older approved for membership.
- (c) Senior members shall be entitled to one vote per member at all meetings of the Club and they shall pay annual membership dues in accordance with resolutions of the Board of Directors. The membership year shall run from October 1 to September 30.
- (d) A member shall be deemed to be in good standing when the current annual membership fee has been paid and the member has not been suspended.
- (e) The annual membership fee payable shall be a sum fixed from time to time by resolution of the Board of Directors.
- (f) The Directors shall have the power to attach such conditions to membership as they see fit.
- (g) Membership is non-transferable.

**II. CONDITIONS UNDER WHICH MEMBERSHIP CEASES AND MANNER IN WHICH A MEMBER MAY BE SUSPENDED OR EXPELLED.**

- (a) Any member who desires to withdraw from membership in the Club may notify the Secretary of the Club in writing to that effect and on receipt by the Secretary of such notice the member shall cease to be a member.
- (b) In case of withdrawal from membership, members shall remain liable for payment of any assessment or other sum levied or which became payable to the Club prior to notification of such withdrawal.
- (c) The Directors shall have the power, by vote of three-fourths of those present, to suspend or expel any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Club. No member shall be expelled without being notified of the charge or complaint and without first been given an opportunity to be heard by the Directors at a meeting called for that purpose. A member may be suspended immediately for failure to abide with any dress code adopted by resolution of the Board of Directors.
- (d) Upon the failure of a member to pay any indebtedness due to the Club, within three months of the same becoming due to the Club, the member shall cease to be a member. The Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Directors upon such evidence as they may consider satisfactory.
- (e) Notwithstanding anything hereinbefore contained, in the event that any member shall fail to pay any annual membership fee by the renewal date for membership, such member shall automatically cease to be a member.
- (f) Should, for whatever reason, a member cease to be a member or a member be suspended, no refund of any dues shall be paid to the member.

**III. MONTH FOR HOLDING ANNUAL GENERAL MEETING AND MODE OF AND NOTICE REQUIRED FOR CALLING GENERAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM AT SUCH MEETINGS, AND RIGHTS OF VOTING.**

- (a) The Annual General Meeting (AGM) shall be held during the month of October in each year at such place and time as may be determined by the Directors.
- (b) General meetings other than the AGM, shall be known as Special General Meetings (SGM), and may be convened separately, or in conjunction with an AGM, at such place and time as may be determined by the Directors. Where convened in conjunction with an AGM, the SGM shall be the first of two meetings to be called to order, and the AGM shall be called to order immediately after the adjournment of the SGM preceding it. Nine members can, in writing, require the Board of Directors to call a SGM.
- (c) At least seven days notice of the time and place of any general meeting shall be given by the Secretary of the Club to all members, by mail, email or by telephone to the address or number last noted in the register of members.

- (d) In the event that the Directors propose to cause an Extraordinary Resolution to be moved at any general meeting, or in the event that any member of the Club proposes to move such a resolution at any general meeting, the Secretary of the Club, or the proposing member, as the case may be, shall give all members at least seven days notice of such Extraordinary Resolution in the manner hereinbefore provided for notices of general meetings.
- (e) No error or omission in giving notice of any general meeting to one or more members, so long as a quorum is in attendance, shall invalidate such meeting or make void any proceedings taken thereat.
- (f) The order of business at an AGM must include:
  - (i) Verification of quorum present.
  - (ii) The reading of the minutes of the AGM last held, together with the minutes of any intervening or coincident general meeting.
  - (iii) Business arising from the minutes.
  - (iv) Presentation of financial statement showing revenues and expenditures of the Club.
  - (v) The annual report of the Board of Directors outlining the significant developments of the year completed.
  - (vi) Election of Directors and Officers of the Club for the coming year.
  - (vii) New Business.
  - (viii) Adjournment
- (g) A quorum for the transaction of business at any meeting of the members shall consist of voting members who are in good standing and present in person and represent a minimum of 15% (fifteen percent) of the total membership.
- (h) Any meetings of the Club or of the Directors may be adjourned to any time and place and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place; no notice shall be required of any such adjournment.
- (i) Each member in attendance and in good standing shall be entitled to one vote.

#### **IV. APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATION**

- (a) The affairs of the Club shall be managed by a Board of Directors, each of whom at the time of election and throughout the term of office shall be a member of the Club. Such Board of Directors shall consist of a minimum of five to a maximum of nine members and shall include the Past-President, a President, a Secretary, a Treasurer and at least one Director-at-Large. Each member of the Board of Directors shall be elected to hold office until the first AGM after having been elected. A Director shall be eligible to be re-elected for the same position beyond 2 years if the incumbent is willing to continue and no other member is willing to run for the position. The election shall be by secret ballot,

unless only one member is nominated for a position, whereupon that person shall be declared "elected by acclamation".

- (b) The members of the Club, by resolution passed by at least two-thirds of the votes cast at a SGM called for that purpose, may remove any Director before the expiration of that Director's term of office, and may, by a majority of the votes cast at that meeting, elect any other person for the remainder of the term.
- (c) The Directors shall have and exercise all the powers of the Club as fully and completely as the Club could in a general meeting, subject always, however, to the provisions of the British Columbia "*Societies Act*".
- (d) If any member of the Board of Directors shall resign from office, or without reasonable excuse be absent from 3 or more Directors' Meetings, or be suspended or expelled from the Club, the Directors may declare the office vacated and may appoint a successor to hold office for the remainder of the term.
- (e) Three Directors shall form a quorum for the transaction of business at Director's meetings. Directors meetings may be formally called by the President, the Secretary on direction of the President, or by the Secretary on direction of two directors. Notice of such meetings shall be emailed to each Director not less than three days before the meeting is to take place. Such notice can be waived if agreed by all Directors. A Directors' meeting may also be held, without notice, immediately following an AGM. The Directors may consider or transact any business, either special or general, at any meeting of the Board of Directors.
- (f) The members of the Board of Directors shall receive no remuneration for acting as such.
- (g) The President shall, when present, preside at all meetings of the members of the Club and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Club.
- (h) The Past-President shall perform all the duties of, and exercise all the powers of the President, in the absence or inability of the President, and shall preside at all meetings of the Club or the Board of Directors in the absence or upon the request of the President. In the absence or inability of the Past-President to act, members of the Board of Directors in attendance shall appoint one of their members to Chair the meeting.
- (i) The Treasurer shall receive and deposit all monies of the Club and pay the expenses and expenditures of the Club.
- (j) The Secretary shall keep a record of the proceedings of the Club, and submit a report of same to the AGM, and any other meetings; and shall transact the ordinary business of the Club, under the direction of the President.
- (k) In the case of the absence or inability to act of any officer, agent or employee of the Club, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other Club member or member.

- (l) Deeds, transfers, licences, contracts and engagements on behalf of the Club shall be signed by any two of the President, Secretary or Treasurer and the Secretary shall affix the seal of the Club to such instruments as require the same. Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, Secretary or Treasurer, or by any Club member authorized by the Board.
- (m) The Board may establish committees and appoint committee chairs to carry out the purposes of the Club.
- (n) All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by any two of the President, Secretary or Treasurer, and any one may alone endorse notes and drafts for collection on account of the Club through its bankers and endorse notes and cheques for deposit with the Club's bankers for the credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Club. The Treasurer or such other officer of the Club may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all cheques and vouchers and sign all the bank's forms or settlement of balances and release all verification slips.

## **V. EXERCISE OF BORROWING POWERS**

For the purpose of carrying out the Purpose of the Club, the Directors may borrow or raise or secure the payment of money in such manner as they see fit; provided that money shall not be borrowed without the sanction of an extraordinary resolution of the Club.

## **VI. AUDITS OF ACCOUNTS**

The Board of Directors may from time to time appoint an Auditor to hold office for such period as the Directors may determine, and the Board may from time to time designate the duties of such auditor.

## **VII. CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

- (a) The Board of Directors may adopt a seal which shall be the common seal of the Club.
- (b) The common seal of the Club shall be under the control of the Directors, and the responsibility for its custody and use from time to time shall be determined by the Directors.

**VIII. PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS OF MEETINGS OF THE SOCIETY AND OF THE DIRECTORS, AND OTHER BOOKS AND RECORDS OF THE SOCIETY.**

- (a) The Directors shall see that all necessary books and records for the Club required by the By-Laws of the Club or by any applicable statute or law are regularly and properly kept.
- (b) The fiscal year of the Club shall terminate September 30 in each year and the financial statements of the Club as at year-end shall be presented to the AGM.

**IX. TIME AND PLACE (IF ANY) AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY MEMBERS.**

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have the right of inspecting any account or book or document of the Club except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

**X. ALTERATION OF BY-LAWS BY EXTRAORDINARY RESOLUTION**

By-Laws may be amended by extraordinary resolution on approval of 2/3 (two-thirds) of members present and in good standing at the general meeting at which the resolution is to be voted upon.

**XI. AREA OF OPERATION**

The operations of the Club are to be conducted primarily in the City of Victoria and surrounding municipalities, in the Province of British Columbia.

**XII. DISSOLUTION**

In the event of dissolution of the Club, any assets remaining after payment of all debts and obligations shall be distributed to another recognized non-profit tennis-oriented society in British Columbia. This provision was previously unalterable.

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