

CONSTITUTION

The name of the society is ***Salt Spring Tennis Association***

The purposes of the society are:

- (a) To promote tennis among all levels of players on Salt Spring Island.
- (b) To develop programs to enhance the value of membership in the association.
- (c) To provide the opportunity for social and competitive play.
- (d) To provide instruction for beginners and to maintain a development program to improve the standard of play at all levels.
- (e) To encourage the development of junior players.
- (f) To encourage and assist instructors in obtaining and upgrading teaching qualifications.
- (g) To acquire, manage, operate and maintain tennis facilities.
- (h) To foster respect and honour the past players, coaches and organizers and their contribution to tennis on Salt Spring Island

BYLAWS OF THE SALT SPRING TENNIS ASSOCIATION (the "Society")

April 2018

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**" mean the directors of the Salt Spring Tennis Association (SSTA);

"**Bylaws**" mean these Bylaws as altered from time to time;

"**Club**" means the Salt Spring Tennis Association;

"**ITF**" means an indoor tennis facility;

"**Junior**" means a member without voting privileges who has not yet reached the age of 17 by December 31st;

"**Life Member**" means a member who has been awarded a membership for life in the Society and no longer pays annual membership dues.

"**SSTA**" means Salt Spring Tennis Association.

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

Application for membership

2.1 A person may apply to the Board for membership in the SSTA as an adult member or as a junior member, and the person becomes a member on the completion of the SSTA application form and payment of the appropriate membership fee.

Copy of bylaws and constitution

2.2 On being admitted to membership in the SSTA, each member is entitled to a copy of the constitution and bylaws of the society without charge.

Duties of members

2.3 Every member must uphold the constitution of the SSTA and must comply with these bylaws.

2.4 Every member must provide a mailing address, telephone number and an email address to the Society and notify the Society of any changes in this information.

Membership dues

- 2.5** The amount of the annual membership dues must be determined at an annual general meeting of the Society.
- 2.6** The annual membership dues are due and payable on January 1st each year and the membership term ends on December 31st of the same year.
- 2.7** A new member who is accepted for membership in the SSTA between October 1st and December 31st is not required to pay the annual membership fee for the next membership term as set out in section 2.5 and is considered a member to the end of that term.

Member not in good standing

- 2.8** A member is not in good standing if the member fails to pay the annual membership dues, if any, or any other subscription or debt due and owing by the member to the SSTA and the member is not in good standing so long as the dues or debt remain unpaid.

Member not in good standing may not vote

- 2.9** 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

- 2.10** A person's membership in the Society is terminated if the person is not in good standing for six consecutive months.
- 2.11** A person may reapply for membership but is not considered a new member and Section 2.7 does not apply.

Part 3 – Notice of 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.

Notice to members

- 3.2** Notice of a general meeting must be sent to every member shown on the register of members not less than 14 days prior to the general meeting.

Notice of special business

- 3.3** 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.

Notice by mail

- 3.4** Written notice under Bylaw 3.2, of the date, time and location of a general meeting may be sent to a member by mail at the member's registered address.
- 3.5** A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. To prove that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Notice by email and website

- 3.6** Written notice of the date, time and location of a general meeting is deemed to have been sent under Bylaw 3.2, if the notice:
- (a) has been sent to a member by email to the member's registered email address and
 - (b) has been posted on the Members Only SSTA Website for at least 21 days before the meeting and until the meeting is held.
- 3.7** A notice sent by email is deemed to have been given on the second day following the day on which the notice is sent. To prove that notice has been given, it is sufficient to prove the electronic mail was properly addressed.

Part 4 – General meetings of members

Ordinary business at general meeting

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

Chair of general meeting

- 4.2** 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

- 4.3** 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

- 4.4** 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

- 4.5** The quorum for the transaction of business at a general meeting is 10% of the voting members.

Lack of quorum at commencement of meeting

- 4.6** 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

- 4.7** 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

- 4.8** 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

- 4.9** 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

- 4.10** 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 treasurers' reports for the Club and ITF on the financial statements of the Society for the previous financial year;
 - (ii) receive the treasurers' budget for the current fiscal year for the Club and the ITF
 - (iii) receive reports of directors' activities and decisions since the previous annual general meeting,
 - (iv) elect or appoint directors, and
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) motions from membership must be introduced at a Director's meeting in advance of the general meeting and placed on the general agenda with appropriate notice. Motions from membership not received in this manner will be tabled for consideration at a future general meeting.
 - (h) terminate the meeting

Methods of voting

- 4.11** At a general meeting, voting is by show of hands, except:
- (a) when a secret ballot is requested by two of the members present, or

- (b) in the case of a vote for elected office, a secret ballot is used unless the motion is for the election of an unopposed candidate.

Announcement of result

- 4.12** 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

- 4.13** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 4.14** 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 5 – Directors

Number of directors on Board

- 5.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 5.2** At each **annual general meeting**, the voting members entitled to vote for the election or appointment of directors, must elect or appoint Board Members.

Duties of directors

- 5.3** A director of the SSTA must, when exercising the powers and performing the functions of a director of the SSTA,
- a) act honestly, and in good faith with a view to the best interests of the SSTA,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Societies Act and the regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the SSTA.

Directors may fill casual vacancy on Board

- 5.4** 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

- 5.5** 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.

Part 6 – Directors' Meetings

Calling Directors' meeting

- 6.1** Directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 6.2** 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

- 6.3** 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

- 6.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 6.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 7 – Board Positions

Election or appointment to Board positions

- 7.1** Directors must be elected or appointed to the following Board positions for two years, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer – Club
- (e) treasurer - ITF.

Directors at large

7.2 Directors at large are elected or appointed to the Board for one year terms. There are up to 6 voting positions for Directors at Large. They could include but are not restricted to:

- (a) leagues
- (b) tournaments and interclub
- (c) social
- (d) maintenance
- (e) information technology
- (f) founders' representative (appointed)

Role of president

7.3 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

7.4 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

7.5 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

- 7.6** 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

- 7.7** The Club and ITF treasurers are 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 and budgets;
 - (d) making the Society's filings respecting taxes.

Part 8 – Senior Managers

- 8.1** Subject to Section 61 of the Act and to any restrictions or requirements in the Bylaws, the directors may appoint one or more senior managers to exercise the director's authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society.

Part 9 – Remuneration and Reimbursement of Directors and Signing Authority

Remuneration and reimbursement of directors

- 9.1** 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.
- 9.2** A director may be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

Signing authority

- 9.3** 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 contract or record on behalf of the Society.

Part 10 – Bylaws, Rules and Regulations

- 10.1** The bylaws must not be altered or added to except by **special resolution**.
- 10.2** The directors are authorized and empowered to make, alter, vary or rescind such rules and regulations as may be deemed fit and proper for the use, operation and management of the Club and ITF.
- 10.3** The directors may impose sanctions for violation of a rule or regulation.

Part 11 – Financial

- 11.1** The funds for the general operation of the Club will be kept in a separate bank account in the name of the Society, and separately designated in the financial records of the Society. This fund shall be called the "Club Account".
- 11.2** The directors of the Society shall maintain a fund for the purposes of building, purchasing, leasing, or otherwise obtaining and continuing the use of premises for playing tennis indoors. This fund shall be called the "Indoor Tennis Facility Account", and shall:
 - (a) be kept in a separate bank account in the name of the Society,
 - (b) be separately designated in the financial records of the Society, and
 - (c) be disbursed only as authorized by the members or in accordance with the budget approved at the Annual General Meeting or other extraordinary meeting.
- 11.3** At the end of each fiscal year, the directors shall establish operating and capital budgets for the ITF and the Club for the next fiscal year and these must be approved by a majority of the membership present at the Annual General Meeting.
- 11.4** Subject to an approved budget, the directors are authorized to purchase material or supplies and to contract for:
 - (a) what may reasonably be required in the operation and maintenance of the ITF,
 - (b) to make alterations, additions and improvements to the ITF, and
 - (c) to support Club activities
- 11.5** The directors may dispose of items of equipment or furnishings that have become unusable to the SSTA.

Part 12 – Reserve Fund

- 12.1** The directors of the Society shall maintain a savings fund for the purposes of future purchases, replacement or repairs of the ITF. This fund shall be called the “Reserve Fund” and shall:
- (a) be kept in a separate bank account in the name of the Society,
 - (b) be separately designated in the financial records of the Society, and
 - (c) be disbursed only as authorized by the members or in accordance with the budget approved at the Annual General Meeting or a general meeting.

Part 13 – Borrowing

- 13.1** In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 13.2** The treasurer must keep a register of indebtedness which must contain:
- (a) The name of the creditor
 - (b) The date the indebtedness was incurred
 - (c) The amount
 - (d) The interest rate payable, and
 - (e) The due date.
- 13.3** A debenture must not be issued without the authorization of a special resolution.
- 13.4** The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 14 – Liability

- 14.1** Subject to the Societies Act, the SSTA will not be responsible for loss or damage to the property or personal injury of members using the facilities of the ITF and parking lot, excepting loss or damage which may have been caused by the negligence of anyone authorized to act on behalf of the SSTA.
- 14.2** Any item of SSTA property, both real and personal, damaged by any member shall be paid for by such member. Members are advised to make sure that this coverage is provided by their personal insurance policies wherever available.