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**CONSOLIDATED**

**THIS IS A CONSOLIDATED VERSION OF TENNIS – BRITISH COLUMBIA’S CONSTITUTION FILED SEPTEMBER 2, 1980 AND ITS BY-LAWS PASSED ON OCTOBER 15, 1988 (FILED MARCH 9, 1994), AMENDED PER:**

- 1. SPECIAL RESOLUTION OF THE SOCIETY TO AMEND THE CONSTITUTION DATED ON FEBRUARY 28, 1984 AND FILED DECEMBER 10, 1984;**
- 2. SPECIAL RESOLUTION OF THE SOCIETY TO AMEND THE BY-LAWS OF THE SOCIETY DATED SEPTEMBER 25, 1991 AND FILED ON OCTOBER 29, 1992;**
- 3. SPECIAL RESOLUTION OF THE SOCIETY TO AMEND THE BY-LAWS OF THE SOCIETY DATED OCTOBER 16, 1993; [DOES NOT APPEAR TO HAVE BEEN FILED WITH THE OFFICE OF THE REGISTRAR]**
- 4. SPECIAL RESOLUTION OF THE SOCIETY TO AMEND THE BY-LAWS OF THE SOCIETY DATED JULY 15, 1994 AND FILED IN 1994**
- 5. SPECIAL RESOLUTION OF THE SOCIETY TO AMEND THE CONSTITUTION OF THE SOCIETY DATED APRIL 19, 2001.**

CONSTITUTION AND BY-LAWS  
OF  
TENNIS- BRITISH COLUMBIA

CONSTITUTION

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## SOCIETY ACT

### CONSTITUTION AND BY-LAWS OF TENNIS- BRITISH COLUMBIA

#### CONSTITUTION

1. The name of the Society is “TENNIS - BRITISH COLUMBIA”
2. The purposes of the Society are:
  - (a) To promote and foster the game of tennis;
  - (b) To adopt, uphold, and enforce the rule of the game of tennis and the regulations for the management of tennis competitions as established from time to time by the Canadian Tennis Association;
  - (c) To promote, sanction, and supervise the holding of tennis competitions in British Columbia;
  - (d) To select players for, and assist players in tennis competitions.
3. The Society shall be carried on without object of gain for its members or directors, and any profits or other accretions to the Society shall be used in promoting its purposes.
4. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.
5. Articles 3 and 5 of this Constitution are alterable by special resolution.
6. To better achieve the purposes of the Society as expressed above, the Society recognizes the following zones of British Columbia which are identical to those zones used in British Columbia Games:
  - A. Zone 1 – Kootenays
  - B. Zone 2 – Okanagan
  - C. Zone 3 – Fraser Valley
  - D. Zone 4 – Delta
  - E. Zone 5 – Vancouver-Squamish
  - F. Zone 6 – Vancouver Island
  - G. Zone 7 – North West
  - H. Zone 8 – North East

**BY- LAWS****I. DEFINITIONS**

- A. In these By-Laws the following Definitions shall apply:
1. “Adult” means any individual who is more then 18 years old as of January 1 of the current year;
  2. “Board” means the Board of Directors of the Society;
  3. “Directors” means the Directors of the Society for the time being;
  4. Directors- at – Large” means the Directors of the Society who are neither Officers nor the immediate Past President of the Society;
  5. “Junior” means any individual who is less then 18 years old as of January 1 of the current year;
  6. “Member” means an applicant for incorporation of the Society and those persons who subsequently have become members, and in either case remain members, in accordance with these By – Laws:
  7. “Member in Bad Standing” means a person who has failed to pay his current annual membership dues or any subscription debt due and owing by the Member to the Society, and such person remains a Member in Bad Standing so long as the debt remains unpaid.
  8. “Officers” means the President, First Vice President, Second Vice President, Honorary Secretary, and Honorary Treasurer of the Society;
  9. “Open Tournament” means every tennis tournament or competition of any kind in which players who are not members of the club holding the tournament or competition are allowed to enter or compete but shall not include inter- club or exhibition matches.
  10. “Quorum” means seven Member club present or such greater number as the Member clubs may determine at a general meeting;
  11. “Registered Address” of a Member means his address as recorded in the Register of the Members;
  12. “ Society Act’ mean the Society Act of British Columbia and all amendments to it;

13. "Special Business" means

- (a) all business at an extraordinary meeting except the adoption of rules of order ; and
- (b) all business transacted at an annual general meeting, except,
  - (i) the adoption of rules of order,
  - (ii) the consideration of financial statements,
  - (iii) the report of the Directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of the Directors,
  - (vi) the appointment of the auditor, if required, and
  - (vii) the other business that, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

14. "Voting Member" means a Member who is entitled to vote by these By- Laws.

- B. The Definition in the Society Act on the date and these By- Laws become effective apply to these By- Laws.
- C. Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

## **II. MEMBERSHIP**

A. There shall be the following Categories of Membership in the Society:

### **1. Club Membership**

#### **(a) Full Member Club**

A Full Member shall be an organized tennis club, an organized club having a tennis section, and any other organization which charges its members and annual fee and/ or court fee for the availability of tennis facilities and services relating thereto and pays a membership fee based on the total number of adults on the Tennis Section roster.

**(b) Facility Member**

A Facility Member shall be an organized tennis club, an organized club having a tennis section, and any other organization which charges its members an annual fee, monthly fee and/or court fee for the availability of tennis facilities and services relating thereto and pays a membership fee based on its facilities only.

**(c) Outdoor Recreational Member**

An Outdoor Recreational Member shall be an organization which provides outdoor tennis facilities but which does not charge annual fees or court fees to its players in return for the availability of tennis facilities or services relating thereto; they shall include, without limiting the generality of the foregoing schools, community colleges, universities, and municipal parks and recreation departments.

**(d) Indoor Recreational Member**

An Indoor Recreational Member shall be an organization which provides indoor tennis facilities and charges court fees to its players in return for the availability of tennis facilities or services relating thereto; they shall include, without limiting the generality of the foregoing schools, community colleges, universities, and municipal parks and recreation departments.

**2. Family Membership**

A Family Membership shall be available to the families comprising at least one Adult and two Juniors.

**3. Individual Membership****(a) Adult-Competitive Member**

An Adult-Competitive Member shall be an Adult who participates or competes in a competition sanctioned by the Society;

**(b) Adult-Recreational Social Member**

An Adult-Recreational Social Member shall be an Adult who participates in any non-competitive event or program developed by the Society;



**(c) Junior Member**

A Junior Member shall be a junior who participates in any event or program sanctioned or developed by the Society.

**B. Right to vote at and receive notice of general meetings**

1. A full member is entitled to vote at, and receive 14 days notice of, the general meeting.
2. A Facility Member is entitled to vote at, and receive 14 days' notice of the general meeting.
3. An indoor or outdoor Recreational Member is not entitled to vote at, or receive notice of the general meeting.
4. Individual and Family Memberships do not include a right to vote at, or to receive notice of the general meeting.

**C. Application for Membership**

1. Any application for Membership shall be made in writing to the Society and must contain such information as the Directors may from time to time require.
2. The categorization and acceptance of an applicant shall be determined by the Directors.
3. On being admitted to membership, a Member is entitled to without charge, a copy of the Constitution and By- Laws of the Society.

**D. Dues**

1. The amount of the first annual membership dues shall be determined by the Directors and after the annual membership dues shall be determined at the annual general meeting of the Society. Dues shall be based upon the categorization and classification of Membership.
2. The Society may change such other dues as the Directors may from time to time determine to persons enjoying a benefit from the Society or for whom the Society or for whom the Society agrees to provide a service.
3. All annual dues payable to the Society or its authorized representatives shall be due in full on March 1 in the financial year to which the dues relate. After May 1, the Directors may suspend or terminate any Member failing to pay his annual

dues. In addition, such Member shall not be eligible for competitions sanctioned by the Canadian Tennis Association or the Society unless the Society exercises its discretion in favour of such Member.

#### **E. Ceasing to be a Member**

##### **1. A person shall cease to be a Member of the Society**

- (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
- (b) on his death or in the case of a corporation on its dissolution; or
- (c) on having been a Member in Bad Standing for 12 consecutive months; or
- (d) on being expelled:
  - (i) A Member may be expelled by a special resolution the Members passed at a general meeting,
  - (ii) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion,
  - (iii) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.

### **III. GENERAL MEETINGS**

#### **A. TIME AND PLACE OF GENERAL MEETING**

1. General meetings of the Society shall be held at all time and place, and in accordance with the Society Act, that the Directors decide.
  2. The first annual general meeting of the Society shall be held not more than 15 minutes after the date of incorporation and after that an annual general meeting of the Society shall be within six months of the year-end.
- (2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (3). An extraordinary general meeting may be called at any time by the Directors and the Honorary Secretary shall call and extraordinary general meeting upon receipt of written requisitions of three or 10% or more of the Voting Members for the

transaction only of such business as may be specified in the requisition, provided that such additional matters may be brought up for consideration if the Directors so desire.

## **B. PROCEEDINGS AT GENERAL MEETING**

### 1. Quorum

- (a) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
- (c) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if not convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

### 2. Chairman

- (a) Subject to (b), the President, or in the absence of the President, the First Vice-President, or in the absence of the President and the First Vice-President, the Second Vice-President, or in the absence of all three, one of the other Directors present shall provide as Chairman of a general meeting.
- (b) If at a general meeting
  - (i) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (ii) the President and all other Directors present are unwilling to act as Chairman,

the Members present shall choose one of their number to be Chairman

### 3. Adjournments

- (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting;

- (c) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### 4. Resolutions

No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.

#### 5. Voting

- (a) A Member who is

- (i) not in Bad Standing, and
  - (ii) a Full Member, and
  - (iii) either present at a general meeting, or represented by proxy
- shall have one vote;

- (b) Voting is by show of hands;

- (c) A Corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member and that representatives shall be reckoned as a Member for all purposes with respect to a meeting of the Society;

- (d) Voting by proxy shall be permitted. The proxy holder shall be appointed by the representative concerned and shall be a member of an organization which maintains membership in the Society;

- (e) In the case of any equality in votes, the Chairman shall have a casting vote, being his only vote.

#### 6. Miscellaneous

- (a) The agenda and order of business for the annual general meeting shall be decided upon by the Directors;
- (b) Representatives attending meetings of the Society must be prepared to present credentials, signed by the Secretary of the Member concerned, if called upon to do so, to the Honorary secretary of the Society and the proxy holders shall present their written authority to said Officer.

#### IV. **DIRECTORS**

##### A. **GENERAL**

###### 1. Subject to

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

the Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and without limiting the generality of the foregoing, the Directors shall have the power:

- a. To decide all points of law or questions otherwise relating to the game of tennis which may be submitted to them for decision, or to refer enquiries to the Executive Council of the Canadian Tennis Association;
- b. To prohibit any acts or practices by persons or organizations which in the opinion of the Directors are detrimental to the interests of or contrary to regulations as laid down by the Canadian Tennis Association and to take such action as is deemed advisable if instructions of the Directors are disregarded;
- c. To authorize and sanction tournaments or other forms of competition;
- d. To appoint and delegate persons to sub-committees for any purpose that may be desirable when the Board does not wish to use its authority in this respect;
- e. To maintain full responsibility of all funds and securities of the Society and control the expenditure thereof;
- f. From time to time by resolution authorize the Honorary Treasurer with such other officer or officers as may be named in such resolution to sign, accept, draw and endorse, on behalf and in the name of the Society, deeds and contracts, cheques or bills of exchange and generally to conduct the banking business of the Society;
- g. Generally to do all such things as in the opinion of the Directors may be necessary or expedient to carry out effectively the purposes of the Society.

2. 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.

**B. [NTD: moved to “D”]**

**C. [NTD: moved to “E”]**

**D. ELECTION**

1. At the first annual general meeting following the enactment of these By-Laws, Voting Members shall elect nine Directors. At each subsequent annual general meeting, Voting Members shall elect as many Directors as is necessary to maintain the number of Directors at nine.
2. An election may be by acclamation, otherwise it shall be by ballot.
3. No individual shall be elected to the Board of Directors unless he is a full Member of the Society.
4. The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director as appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is, subject to these By-Laws, eligible for re-election at the meeting.

**E. BOARD**

1. The affairs of the Society shall be managed by a Board of Directors which shall be composed by the nine Directors elected at the annual general meeting and, ex officio, the immediate Past President.
2. At the first meeting of the Board following the enactment of these By-Laws, the Members of the Board shall choose from amongst themselves five Officers and four Directors-At-Large. At each subsequent meeting of the Board immediately following the annual general meeting, the Members of the Board shall choose from amongst themselves as many Officers and Directors-at-Large as is necessary to maintain the numbers at the five and four, respectively.

**F. TERM**

At the general meeting approving the enactment of this By-Law, three Directors shall be elected for a term of one year, three Directors shall be elected for a term of two years, and three Directors shall be elected for a term of three years. At each subsequent annual general meeting, three Directors shall be elected for a term of three years.

**G. NOMINATIONS**

1. There shall be a nominating committee consisting of those Directors whose term does not expire at the upcoming annual general meeting and the

immediate Past President who shall be Chairman. The nominating committee shall, 60 days prior to the annual general meeting, nominate persons to stand for election to the Board at the next annual general meeting.

2. By notice to the Society given 45 days prior to the annual general meeting, any Voting Member may nominate candidates for the positions of Director.
3. A list of the nominations together with a statement of the present occupation and employment of each nominee and the offices or positions held by that nominee in tennis organizations during the preceding five years, shall accompany the notice calling the annual general meeting.

## **H. REMOVAL AND RESIGNATION**

1. If a Director resigns as Officer or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.
2. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
3. The Members may, by special resolution, remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.

## **I. MEETINGS**

### 1. Time and Place

- (a) A Director may at any time convene a meeting of the Directors.
- (b) The Directors may meet together at any appropriate place for the dispatch of business.

### 2. Chairman

The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be a Chairman at that meeting.

### 3. Quorum

The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors.

4. Resolutions

- (a) No resolution proposed at a meeting of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
- (b) The adoption of any proposed resolution shall be decided by a majority of votes.
- (c) In case of an equality of votes the Chairman shall have a second or casting vote.
- (d) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

5. Notice

- (a) For a first meeting of Directors held immediately following appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
- (b) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable of any meeting of the Directors and, may, at any time, withdraw the waiver and until the waiver is withdrawn,
  - (i) no notice of meetings of Directors shall be sent to that Director, and
  - (ii) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

**J. DELEGATION OF POWERS**

- 1. The Directors may delegate any, but not all, of their powers to Committees consisting of such Director or Directors as they think fit.
- 2. A committee so formed in the exercise of power so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act or thing done in excess of those powers to the earliest meeting of the Directors to be held next after it has been done.



3. A committee shall elect the Chairman of its meetings; but if no Chairman is elected, or if at any meeting the Chairman is not present within 30 minutes after the time the appointed for holding the meeting, the Directors present who are members of the Committee shall choose one of their number to be chairman of the meeting.
4. The members of a Committee may meet and adjourn as they think proper.

**K. CONFLICTS**

1. Directors shall avoid, refrain from, involvement in, or situations of conflict of interest unless the same is approved in accordance with the provisions of Article IV.K.3.
2. The Society depends on the integrity of each Director to complete his or her assessment of his or her individual conflicts of interest, if any, and assurance in writing may be required from time to time by the President or the Board that no conflicts of interest exist.
3. Any Director who is involved in a conflict of interest shall make full disclosure of such involvements to the President, who will rule on the conflict and may require discontinuation of the activity or consent to it in writing. The President will at the next meeting of the Board of Directors report the conflict disclosure and his disposition of the same and the Board will then either endorse the President's action or vary it as sees fit.
4. In the event a Director declares a conflict or interest and remains a member of the Board thereafter, he shall declare the same and not vote in any decisions of the Board where the said conflict might be relevant.
5. A Director shall not use inside information for personal gain. Material inside information must not be disclosed to anyone, except person within the Society whose positions require them to know it, until it has been publicly released. A Director must not purchase or sell assets, the value of which might be affected by the Society's actions or plans, when he has knowledge or material inside information with respect to the same which has not been disclosed to the public.
6. A Director shall at all times maintain the confidentiality of all information and records that are the property of the Society and shall not make use of or reveal such information until such time as it becomes a matter of general public knowledge.
7. No official announcement of a policy nature involving the Society shall be made except with the prior approval of the majority of the Board.

**L. APPEAL [NTD: original “I” but never moved]**

All decisions of the Directors shall be complied with immediately but an appeal therefrom may be taken by the Society member or individual concerned to the next annual general meeting of the Society or to an extraordinary general meeting of the Society, provided that 14 days’ notice of appeal shall be forwarded to the Honorary Secretary of the Society.

**V. OFFICERS**

**A. GENERAL**

The Officers of the Society shall be those Directors so chosen at the first meeting of the Board following the annual general meeting.

**B. DUTIES**

**1. President**

(a) The President shall be responsible for the general supervision, business and affairs of the Society. If present, he shall preside at all meetings dealing with the affairs of the Society.

(b) The President shall be, ex officio, a Member of all Committees.

**2. Vice Presidents**

During the absence or inability of the President, the Vice Presidents shall, in order of their seniority as Vice Presidents, have the duties and powers of the President. If either the Vice-President exercises any such duty or power, the absence or disability of the president shall be presumed with reference thereto. The Vice-Presidents shall also perform such duties and exercise such powers as the President may from time to time delegate to him or as the board may prescribe.

**3. Honorary Secretary**

(a) The Honorary Secretary shall:

(i) conduct the correspondence of the Society;

(ii) issue notices of meetings to the Society and Directors;

(iii) keep minutes of all meetings of the Society and the Directors;

(iv) have custody of all records and documents of the Society except those required to be kept by the treasurer;

(v) have custody of the common seal of the Society; and

- (vi) maintain the Register of Members
- (b) The Honorary Secretary shall be an ex officio Member of all Committees.
- (c) In the absence of the Honorary Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

4. Honorary Treasurer

The Honorary Treasurer shall:

- (a) receive all dues or other monies payable to the Society and issue receipts therefore ( all funds and securities in the custody of the said Officer shall be deposited in such bank or banks as the Directors may from time to time direct;
- (b) report in writing the state of the finances of the Society whenever so requested by the Directors and present at the annual general meeting a duly audited report, showing all receipts and expenditures for the last fiscal year;
- (c) keep such financial records, including books of account, as are necessary to comply with the Society Act, and render financial statements to the Directors, Members and others when required.

5. Executive Committee

The Executive Committee shall consist of four directors selected by the Board after each annual general meeting and shall have the authority to handle the day to day affairs of the Society subject to final approval of the Board of Directors.

C. TERM

No Officer can hold the same office for more then three consecutive years. The Directors may remove an Officer before the expiration of this term of office.

**VI. GENERAL RE DIRECTORS AND OFFICERS**

A. REMUNERATION

- 1. Directors shall serve as Directors and, where applicable, as Officers, without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Director or as an Officer.
- 2. The Board may award special remuneration to anyone undertaking special work or service for or a special mission on behalf of the Society.

B. LIABILITY

No Director, whether in his capacity as a Director or as an Officer, shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for

joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation with whom or with which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful misconduct or gross negligence.

C. INDEMNITIES

SUBJECT TO THE SOCIETIES ACT:

1. The Board is authorized from time to time to cause the Society to give indemnities to any Director whether in his capacity as a Director or an Officer or both, or to any other person who has undertaken or is about to undertake any liability on behalf of the society and to secure such Director, Officer or other person against loss by mortgages and charge upon the whole of any part of the real and personal property of the Society.
2. Any action from time to time taken by the Board under this sub-clause shall not require approval or confirmation by any Member.
3. The Society hereby consents that every Director in his capacity as Director or Officer or both and his heirs, executors, administrators and estate and effect, respectively, from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:
  - (a) all costs, charges and expenses whatsoever which such person may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatever, made, done, or permitted by him in or about the execution of the duties of his office; and
  - (b) all other costs, charges and expenses he sustains or incurs, in or about or in relation to the affairs there,

except such costs, charges and expenses as are occasioned by his own willful misconduct or gross negligence. The Society may purchase and maintain insurance for the benefit of any Director, in his capacity as Director or Officer, or any other person referred to herein against the liabilities referred to above.

**D. CONFLICTS**

1. Directors shall avoid and refrain from, involvement in, or situations of conflict of interest unless the same is approved in accordance with the provisions of Article V1.D.3.
2. The Society depends on the integrity of each Director to complete his or her assessment of his or her individual conflicts of interest, if any, and assurance in writing may be required from time to time by the President or the Board that no conflicts of interest exist.
3. Any Director who is involved in a conflict of interest shall make full disclosure of such involvements to the President, who will rule on the conflict and may require discontinuation of the activity or consent to it in writing. The President will at the next meeting of the Board of Directors report the conflict disclosure and his disposition of the same and the Board will then either endorse the President's action or vary it as sees fit.
4. In the event a Director declares a conflict of interest and remains a member of the Board thereafter, he shall declare the same and not vote in any decisions of the Board where the said conflict might be relevant.
5. A Director shall not use inside information for personal gain. Material inside information must not be disclosed to anyone, except persons within the Society whose positions require them to know it, until it has been publicly released. A Director must not purchase or sell assets, the value of which might be affected by the Society's actions or plans, when he has knowledge or material inside information with respect to the same which has not been disclosed to the public.
6. A Director shall at all times maintain the confidentiality of all information and records that are the property of the Society and shall not make use of or reveal such information until such time as it becomes a matter of general public knowledge.
7. No official announcement of a policy nature involving the Society shall be made except with the prior approval of the majority of the Board.

**VII. STAFF**

- A. The Society may employ an Executive Director and such other employees as shall be necessary for the proper operation of the Society.
- B. The Executive Director shall have authority, subject to the authority and supervision of the Board, to manage and direct the business and affairs of the Society, which shall include authority, except for those employees and agents of the Society appointed directly by the Board, to appoint and remove all employees and agents of the Society to and from positions established from time to time by the Board and to settle the

terms of their employment and remuneration within guidelines established by the Board.

- C. The Executive Director shall report to the President as Chairman of the Board on an ongoing basis.

## **VIII. SEAL**

- A. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- B. The seal of the Society shall remain in the custody of the Honorary Secretary and shall be affixed to any documents only on the resolution of the Directors and in the presence of the Honorary Secretary and:
  - 1. the President; or
  - 2. either of the Vice- Presidents in the event that persons are not prescribed in the resolution.

## **IX. BORROWING**

- A. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue or debentures.
- B. No debenture shall be issued without the sanction of a special resolution.
- C. The Voting Members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

## **X. AUDITOR**

- A. The first auditor shall be appointed by the Directors who shall also fill vacancies occurring in the office of the auditor.
- B. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- C. An auditor may be removed by ordinary resolution.
- D. An auditor shall be informed forthwith in writing of appointment or removal.
- E. No director or no employee of the Society shall be auditor.
- F. The auditor may attend general meetings and is entitled to notice thereof.

**XI. NOTICE TO MEMBERS**

- A. A notice may be given to a member, either personally or by mail to him at his registered address.
- B. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

**XII. TOURNAMENTS****A. APPROVAL**

- 1. All tournaments and events held in British Columbia which either offer "Association of Tennis Professional (A.T.P.) Points" or are designed as "Special Events" by the Canadian Tennis Association shall be subject to the annual approval of the Executive Council of that association through the honorary secretary and shall be liable for the stipulated sanction fee of the Canadian Tennis Association.
- 2. All open tournaments held in British Columbia shall be subject to the approval of the Directors of the Society.

**B. SANCTION AND REMITTANCE OF FEES**

- 1. In order to prevent the overlapping of tournaments and the holding of unauthorized open tournaments, it shall be the duty of each member club to forward to the honorary secretary of the society not later than January 1 in each year, the proposed date of an open tournament to be held, for sanction by the directors.
- 2. All member clubs holding open tournaments shall remit to the honorary treasurer of the society sanction fees, to be determined by the directors from time to time, together with a statement showing the event played and the number of competitors in each event within two weeks of the conclusion of such open tournament.

**C. ELIGIBILITY TO COMPETE**

- 1. All residents of British Columbia are eligible to compete in open tournaments provided they are
  - (a) members; and
  - (b) not in bad standing with the Society.
- 2. Non-residents may not enter tournaments sanctioned by the society unless they are members of an organization affiliated with the Canadian Tennis Association, or unless the society shall expressly permit such player to participate in such tournament upon such terms as may be prescribed by the society.