

SOCIETIES ACT R.S.A. 2000, L.S-14

RED DEER TENNIS CLUB

BYLAWS

1 Definitions

In these Bylaws,

- (a) “**Act**” means the Societies Act R.S.A. 2000, L.S.-14, as amended from time to time;
- (b) “**Annual General Meeting**” means the Meeting to be held by the Members within the time frames specified in the Act at a date, place and time specified by Resolution of the Board;
- (c) “**Adult Member**” means a Member that is Eighteen (18) years or older at all times during a Fiscal Year;
- (d) “**Board**” means the Board of Directors of the Society;
- (e) “**Bylaw**” or “**Bylaws**” means the Bylaws of the Society as amended from time to time;
- (f) “**Director**” means a member of the Board of Directors of the Society;
- (g) “**Junior Member**” means a Member under the age of Eighteen (18) years old at any time during a Fiscal Year;
- (h) “**Lifetime Member**” means any individual designated by the Board as a lifetime member with such privileges and rights as determined by the Board entitling such individual to become a Member without paying the Membership Fee;
- (i) “**Meeting**” means a meeting of the Board or the Members, as the case may be or as the context may require;
- (j) “**Member**” shall include (i) any individual that pays the Membership Fee and that is in good standing with the Society; and (ii) any Lifetime Member;
- (k) “**Membership Fee**” means any of the following fees paid by a Member to the Society:
 - (A) Six (6) months or more of Monthly Fees;
 - (B) the Summer Fee;
 - (C) the Winter Fee;
 - (D) any fee for the use and enjoyment of the Premises excluding the indoor and outdoor tennis courts as established by Resolution of the Board;

- (E) any other fee established by Resolution of the Board that entitles a person to become a Member;
- (l) **“Monthly Fee”** means a monthly fee paid by an individual for the use of the Premises during a month;
- (m) **“Officer”** means any officer of the Society;
- (n) **“Premises”** means the outdoor tennis courts, indoor tennis courts, clubhouse and other buildings leased to the Society by the City of Red Deer located at 4501 - 47A Avenue, Red Deer, Alberta T4N 6Z6 and such other location(s) that the Society may lease or own land(s);
- (o) **“Resolution”** means a resolution passed by a majority of the Directors or a majority of the Members, as the case may be;
- (p) **“Society”** means Red Deer Tennis Club;
- (q) **“Special Resolution”** as the meaning set forth in the Act;
- (r) **“Summer Fee”** means a fee paid by an individual for the use and enjoyment of either the indoor courts or outdoor courts, or both, at the Premises during the months designated by the Board as the summer months;
- (s) **“Winter Fee”** means a fee paid by an individual for the use and enjoyment of either the indoor courts or outdoor courts, or both, at the Premises during the months designated by the Board as the winter months;

2 Interpretation

In all of the Bylaws the singular shall include the plural and the plural, the singular, and the masculine shall include the feminine and **“Person”** shall include an individual, firm, partnership, body corporate trust and society. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be. Definitions contained in the preceding paragraph are not exhaustive of the defined terms or expressions used in the Bylaws and other terms or expressions may be defined throughout the Bylaws.

3 Membership

Membership in the Society shall be open to any individual who pays the Membership Fee required for Membership in the Society. No other entity other than an individual may become a Member of the Society. The Board shall by Resolution determine the amount for each type of Membership Fee for a Fiscal Year and each type of Membership Fee is payable at the time set forth in the Resolution of the Board. The Board shall notify the Members no later than thirty (30) days prior to the commencement of a Fiscal Year of the amount of each Membership Fee for such Fiscal Year. Adult Members are entitled to vote at all meetings of the Members. Junior Members shall not be entitled to vote at any meetings of the Members. All Members are entitled to receive notice of and attend all meetings of the Members.

4 Withdrawal or Expulsion of a Member

Any Member who desires to withdraw from membership within the Society shall notify the Board in writing to that effect, and on receipt by the Board of such notice, the Member shall cease to be a Member of the Society.

A Member may be expelled from the Society by Resolution of the Board at a Meeting called for that purpose but only after:

- (a) seven (7) days notice of the Meeting has been provided to the Member to be expelled summarizing and outlining the reasons for the proposed expulsion; and
- (b) the Member to be expelled has been given an opportunity at that Meeting to make representations as to why he or she should not be expelled.

The Board's decision regarding the issue of expulsion shall be final and binding on all parties.

5 Board of Directors

- (a) The affairs of the Society shall be managed by the Board.
- (b) The Board shall consist of a minimum of three (3) Directors and a maximum of fifteen (15) Directors.
- (c) The Directors shall be elected annually at each Annual General Meeting.
- (d) If at any Annual General Meeting there are not sufficient Directors elected by the Members, the Board may appoint individuals to fill the vacancies until the next Annual General Meeting.
- (e) Meetings of the Board shall be held as often as required but at least once every second month and shall be called by the President. A special Meeting may be called on the written request of any two (2) Directors provided they request the President, in writing, to call such a Meeting and state the business to be brought before the Meeting. Special Meetings of the Board shall be called on seven (7) days notice in writing and mailed to each Director or by three (3) days notice by fax, telephone, or email.
- (f) All decisions of the Board shall be decided by a majority vote. In the event of a tie vote, the Chairman shall be entitled to a second or casting vote.

6 Officers

Officers of the Society shall include a President, Vice President, Treasurer, Secretary and such other Officers as the Board may elect and designate as Officers of the Society. Any Officer upon a majority vote of the Directors may be removed from office for any cause which the Board deems reasonable.

7 Fiscal/Financial Year

The Fiscal Year (the “**Fiscal Year**”) shall be from the 1st day of May and ending the 30th day of April of the following year.

8 Purpose or Gain

The Society shall be carried out without the purpose of gain for its Members and any profits of the Society shall be used in promoting its objectives. In no event shall any profits or gains be distributed to any Member.

9 Dissolution

In the event of dissolution, all assets after payment of liabilities will be distributed to one or more registered, charitable organizations as defined in the *Income Tax Act of Canada* and as determined by Resolution of the Board.

10 Quorum for Meetings of Members and Directors

Ten Percent (10%) of the Adult Members in good standing, personally present shall constitute a quorum at any Meeting of the Members of the Society. In the event that a quorum is not present within thirty minutes from the time called for the Meeting, the Meeting shall stand adjourned to a time and place determined by the President, and a Quorum at any such adjourned Meeting shall be those Adult Members who shall be present at such adjourned Meeting.

A Quorum for any Meeting of the Board shall be a majority of the Board. In the event that a Quorum is not present within thirty minutes from the time called for the Meeting, the Meeting shall stand adjourned to a time and place determined by the President, and a Quorum at any such adjourned Meeting shall be those Directors who shall be personally present at such adjourned Meeting.

11 Remuneration of Directors and Officers

Except as authorized by a resolution of the Board, no Director, Officer or Member of the Society shall be entitled to be paid any fee or any other form of remuneration or compensation except to be reimbursed for out of pocket expenses incurred by a Director, Officer or Member for business and concerns relating to the Society, and then only upon the presentment of a receipt for such out of pocket expenses and as approved by the Board.

12 Meetings of Members

- (a) The Society shall, unless otherwise authorized by the Board, hold its Annual General Meeting in the City of Red Deer in the Province of Alberta. Notice of such Meeting shall be provided to all Members at least twenty one (21) days before the day the Annual General Meeting is to be held. Notice shall be given by telephone, email or other communication facility.

- (b) All general Meetings of the Members of the Society, other than the Annual General Meeting, shall be called “**Special General Meetings**”.
- (c) At least twenty one (21) days notice shall be given to the Members before every Meeting specifying the place, the day and hour of the Meeting and in case of Special General Meetings, the nature of the business to be transacted at the Special General Meeting. The accidental omission to give notice, or the non-receipt of notice by Members not exceeding in all one-fifth (1/5) in number of all Members shall not invalidate the proceedings of any Meeting.
- (d) The President, or in his absence, the Vice-President shall preside as Chairman of every Meeting of the Members.
- (e) In the event that, the President or the Vice-President are not present at the time of the holding of a Meeting of the Members, the Members present shall choose one of their number to be Chairman of such Meeting.
- (f) The business to be conducted at the Annual General Meeting of the Society shall include:
 - (i) the reading and approval of Minutes of the last Annual General Meeting;
 - (ii) old business;
 - (iii) receiving reports from Officers, Committees and Accountants;
 - (iv) appointment of Accountants if required;
 - (v) election of Directors to the Board;
 - (vi) review of current annual budget;
 - (vii) new business.

13 Votes of Members and Proxies

- (a) Every question submitted to a Meeting of the Members shall be decided by a show of hands;
- (b) In the case of a tie vote, the Chairman of the Meeting shall be entitled to a second or casting vote;
- (c) Members of the Society must be personally present at any Meeting of the Members to make a motion, second a motion or vote on a motion and Proxies may not be appointed, and no Member may vote by Proxy at any Meeting of the Members of the Society.

14 Election of Officers

The Board at its first Meeting of each Fiscal Year shall elect the following Officers who shall have the following responsibilities, namely:

- President - the President shall be ex officio, a Member of all Committees. He shall, when present, preside at all Meetings of the Members and the Board. In his absence, the Vice President shall preside at any Meetings. In the absence of both, a Chairman may be elected at the Meeting to preside;

- Vice President - the Vice President shall assume all responsibilities of the President, in the absence of the President;
- Secretary - it shall be the duty of the Secretary to attend all Meetings of the Members and the Board and to keep accurate minutes of the same. In case of the absence of the Secretary, his duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all of the correspondence of the Society and be under the direction of the President and the Board. The Secretary shall also keep a record of all of the Members and their addresses, and send all notices of the various Meetings as required; and
- Treasurer - the Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting, a statement duly authorized of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society. The Treasurer shall prepare an operating and capital budget for approval of the Board. The Treasurer shall also present the financial statements at the Annual General Meeting.

In the absence of a written agreement to the contrary, the Board may by Resolution remove, whether for cause or without cause, any Officer of the Society. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation,
- (c) such Officer ceasing to be a director (if a necessary qualification of appointment) or
- (d) such Officer's death.

If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

15 Rules of Order

With respect to all matters for which no provision is contained in these Bylaws, the conduct of the Society's business at any Meeting shall be governed by Canadian Parliamentary Procedure and Robert's Rules of Order in effect at the time of the Meeting.

16 Borrowing

- (a) Subject to the restrictions and limitations set forth in these Bylaws, the Directors may, from time to time:

- (i) borrow money on the credit of the Society;
 - (ii) issue, sell or pledge securities of the Society;
 - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society.
- (b) From time to time, the Directors may authorize any Director(s), Officer(s) or Employee(s) of the Society or any other person(s) to grant security for and on behalf of the Society for any monies borrowed or to be borrowed as aforesaid and to negotiate the terms and conditions of the loan thereof with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due that the Directors may authorize.
- (c) Notwithstanding anything contained in this Bylaw No. 16 to the contrary, the Board may not, without the approval of the Members evidenced by a Special Resolution:
- (i) sell or otherwise dispose of any of the assets of the Society;
 - (ii) make any Capital Expenditures exceeding in the aggregate \$10,000.00 in any one Fiscal Year.

For the purpose hereof “**Capital Expenditures**” as used herein means any expenditures which in accordance with generally accepted accounting principles are chargeable to the capital account.

17 Powers and Duties of the Board of Directors

- (a) The Board of Directors shall serve without remuneration except for reimbursement for any reasonable out-of-pocket expenses approved by the Board;
- (b) In addition to the powers and authorities conferred on the Board by the Act, the business of the Society shall be managed by the Board who may exercise all such powers of the Society and do on behalf of the Society, all such acts as may be exercised by the Society and as are not by law or by these Bylaws required to be exercised or done by the Society in General or Special General Meetings.
- (c) Without limiting the generality of the foregoing and the other powers conferred upon the Board by these Bylaws and by the Act, it is hereby expressly declared that the Board shall have the following powers:
- (i) to establish its own procedures and policies and to make rules and regulation from time to time for the governance of the Society and to regulate the Members and the use of Premises;
 - (ii) to appoint the Officers, employees or agents that the Board may consider necessary and to regulate their duties and fix their salaries and wages;
 - (iii) to appoint, regulate and dismiss Committees;

(iv) to delegate powers to a Committee consisting either wholly of a Director or Directors, or partly of a Director or Directors, and partly of such other Members or such other persons as it shall think fit;

(v) to investigate and report upon or execute and carry out any special matter falling within the powers of the Board;

(vi) specify and designate the Directors, Officers and Employees of the Society who may have signing authority on any bank account, term deposit or other investment of the Society;

(vii) to hire and terminate employees of the Society;

(viii) to retain on such terms as the Board deems necessary and appropriate contractors and consultants to and for the Society.

(ix) to purchase and maintain insurance for the benefit of the Directors and Officers of the Society against any liability incurred in their capacity as Officers or Directors of the Society.

(x) to delegate any of the powers granted to the Board, to an Officer, or employee of the Society.

18 Rescission or Amendment of Bylaws

The Bylaws may be rescinded, altered or added to by a Special Resolution of the Members and a Resolution of the Board. The Special Resolution of the Members must be passed at a Special General Meeting convened pursuant to and in accordance with paragraph 12.

19 Arbitration

Any dispute arising out of the affairs of the Society or between any Members or between

(a) a Member or person who is aggrieved or who has, for not more than six (6) months ceased to be a Member; or

(b) a person claiming through the Member or aggrieved person or claiming under the Bylaws;

and the Society or Director or Officer of the Society shall be decided by arbitration which shall be under the *Arbitration Act* (Alberta) and as may be authorized by the provisions of the *Arbitration Act* (Alberta).

20 Notice

All notices, requests, demands, elections and other communications required to be provided to the Members shall be in writing and shall be deemed to have been duly given only if delivered personally, mailed by regular mail, faxed or emailed to the current mailing address, fax number, or email address of the Members. Any writing given in the manner set forth in this Article shall be deemed to be given when personally delivered or, if mailed in the manner herein provided shall be deemed to have been received by the Member FIVE (5) DAYS after posting, or if given by fax or email, on the day after the date the fax or email was sent and confirmed. In the event of disruption or threatened disruption of regular mail services by strike or threatened strike, such notices, requests, demands, elections and other communications shall be deemed to have been duly given only if personally delivered, faxed or emailed.

21 Indemnification of the Directors

The Directors, their heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and be saved harmless out of funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever which such Directors may sustain or incur in or about any action, suit or proceedings which is or may be brought, commenced or prosecuted them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution, or purported execution of the duties of their office such costs, charges and expenses as are occasioned by them by their own wilful neglect, dishonesty or fraud;
- (b) all other costs, charges and expenses which the Directors may sustain or incur, in or about, or in relation to any act, deed, matter or thing whatsoever made done or permitted by them in or about the execution, or purported execution of the duties of their office except such costs, charges and expenses as are occasioned by them by their own wilful neglect, dishonesty or fraud.
- (c) no Member shall be liable for the acts, receipts, neglects or defaults of any other Member or employee of the Society, or for joining in any receipts or act of conformity, or deficiency of title to any property acquired by order of the Board, or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association with whom, or for which any monies, securities or effects may be lodged or deposited for any loss, damage or misfortune whatsoever which may happen in the execution, or purported execution of the duties of their office in relation thereto, unless the same shall happen by or throughout their own dishonesty, or wilful neglect, or wilful default.

22 Auditing

The books, accounts and records of the Society shall be audited within 90 days of the Fiscal year end by a duly qualified accountant or by two (2) Members who are not Directors . A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the next Annual General Meeting of the Society, if available and if not available at the next Annual General Meeting.

23 Books and Records

The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice to the Society and arranging a time satisfactory to the Officer or Officers having charge of the same at the records office of the Society. Each Director shall at all times have access to such books and records.

24 Seal

The Secretary of the Society shall have custody of the Society seal, which seal shall not be affixed to any document without the sanction of a resolution of the Board, nor shall such seal

be affixed except in the presence of either the President, Vice-President or Secretary of the Society.

25 Conflict of Interest

An Officer or Director who is a party to, or who is a director or officer of or has a material interest in any Person which is a party to a material contract or proposed material contract with the Society shall disclose in writing to the Board the nature and extent of his interest and no Director or Officer shall cast a vote on any decision of the Board with regards to the material contract or proposed material contract.