

ALBERTA TENNIS ASSOCIATION BY-LAWS

1. NAME & AFFILIATION

The name of the society shall be *ALBERTA TENNIS ASSOCIATION*. For marketing and promotional purposes the society shall use *TENNIS ALBERTA*. The society is a voting member of the Canadian Tennis Association (Tennis Canada) and thus indirectly affiliated with the International Tennis Federation, the world-wide governing body for tennis.

2. GENERAL

2.1 Act

In these By-Laws “Act” means the *Societies Act*, R.S.A. 2000 c.S-14 and the regulations made thereunder as amended from time to time and all terms contained in the By-Laws which are defined in the Act have the meanings assigned by the Act.

2.2 Defined Terms

In these By-Laws the following terms have the meaning herein set out:

- (a) “Board” means the Directors of the Association from time to time;
- (b) “By-Laws” means the By-Laws of the Association from time to time in force and effect including all hereto;
- (c) “Chair” means the person holding such position from time to time;
- (d) “Association” means the Alberta Tennis Association;
- (e) Headings of the Articles or sections hereof are inserted for the convenience of reference only and shall not affect the construction or interpretation of these By-Laws;
- (f) Words importing the singular number only shall include plural and vice versa and words importing persons shall include provincial or federal companies, corporations, partnerships, syndicates, trusts, associations, societies and any number or aggregate of persons all as the context may require;
- (g) “Special Resolution” means:
 - (i) A Resolution passed:
 - A. At a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given; and

- B. By vote of not less than 75% of those members, who, if entitled to do so, vote in person.
 - (ii) A Resolution proposed and passed as a Special Resolution at a General Meeting for which less than 21 days of notice has been given, if all members entitled to attend and vote at the General Meeting so agree, or
 - (iii) A Resolution consented to in writing by all of the members who would have been entitled to a General Meeting to vote on the Resolution in person.

3. REGISTERED OFFICE

Registered Office and Head Office shall be within the Province of Alberta at a location which the Board at any time may revoke or change.

4. MEMBERSHIP

Membership in the Association shall be open to bona fide tennis clubs, associations, organizations or others related to the game of tennis.

4.1 Categories of Membership

(a) Voting Members

Bona fide tennis clubs, both not-for-profit groups as well as for-profit groups.

(b) Associate Membership

This category will be non-voting members and is available for use as approved by the Board.

4.2 Membership Application

Applications for membership are submitted in writing and duly signed by an officer of the applying group to the Association's Registered Office. The Board, by simple majority, may approve Applications for Membership for new members and determine prorated dues, if applicable. Once granted, membership shall continue from year to year unless terminated by either side by written notice.

4.3 Membership Year and Dues

The membership year shall be the calendar year. Annual dues shall be determined by the Board from time to time and members shall be notified of any variation prior to October 1.

4.4 Withdrawal of Member

Any member wishing to withdraw may do so upon notice in writing to the Board through the Secretary prior to October 31, otherwise the member shall be liable for the payment of dues for the following year.

4.5 Expulsion of Member

Every member by joining the Association undertakes to comply with the provisions of these By-Laws and any refusal or reluctance to do so shall render such member liable to expulsion by a majority of votes of the Board provided reasonable notice, in writing, of the intention of the Board to vote upon the intended expulsion shall have been given to the member.

5. MEMBERSHIP MEETINGS

5.1 Annual General Meeting

Subject to the Act, the Annual General Meeting of the members of the Association shall be held at a place within Alberta as determined by the Board on such day in each year and at such time as the Board may determine for the purposes set out in the notice thereof and without restricting the generality of the foregoing:

- (a) To announce the results of the mail ballot for the election of Directors of the Association for the ensuing year;
- (b) To hear and consider the report of the President of the Association and of Chairs of committees for the past year;
- (c) To hear and consider the report of the Vice President Finance, including a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Association that is certified by the Association's auditor;
- (d) To decide any Resolution which may be duly submitted to the meeting;
- (e) To appoint as auditors an independent, unrelated accountant who will hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors.

5.2 Special Meetings

The Board may at any time call a Special Meeting of members of the Association to be held on such day and at such time and such place in Alberta as the Directors may determine, and shall call a Special Meeting on the requisition of 25% of the members of the Association in good standing requesting a meeting for a stated purpose.

5.3 Notices

Subject to the provisions of these By-Laws, fourteen clear days notice of an Annual General Meeting and seven clear days notice of a Special Meeting shall be given to every member of the Association shown by the Association's records to be in good standing thirty days prior to the date of the meeting. Notices shall specify the place, day and hour of the meeting and in the case of special business the general nature of such business, No error or omission in giving notice of any meeting of the Association, unless material or willful in nature, shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and ratify, approve and confirm all or any proceedings taken or had thereto.

5.4 Voting

Every duly authorized delegate of a Voting Member present or represented by authorized proxy at any meeting of the Association is entitled to one vote at the meeting. At all meetings of the Association every question shall be determined by simple majority vote unless otherwise specifically provided by the Act or this By-Law.

5.5 Quorum

For any Annual General Meeting or Special Meeting of the Association a quorum shall consist of at least ten Voting Members in good standing present or represented by proxy. If a quorum is present at the opening of a meeting the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

5.6 Adjournment

The Chair of the meeting may with the consent of the meeting adjourn any meeting of the members of the Association from time to time to a fixed time and place and if the adjournment is for less than thirty days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of the adjournment. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present.

5.7 Resolution in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Association.

6. BOARD OF DIRECTORS

6.1 Directors

The business, affairs and assets of the Association are the responsibility of, and governed by the Board. The Board may direct the Association in any and all ways except those expressly forbidden by the Association's By-Laws or the statutes of Alberta and Canada. In exercising their powers and discharging their duties, the Directors shall act honestly and in good faith with the view to the best interest of the Association. The number of Directors shall be a maximum of eleven elected and two appointed by the Board.

Directors and Officers of the Association shall not be entitled to any remuneration unless authorized by Special Resolution.

6.2 Procedure for Election and Appointment of Directors

- (a) The Governance and Nominating Committee will prepare a slate of those proposed for election to the Board at the next Annual General Meeting. A Voting Member may nominate a person for election as a Director or Officer by a letter in writing signed by an officer of the Voting Member and addressed to

the Secretary of the Association, provided the person so nominated has endorsed his/her consent to such nomination upon such letter which must be received by the Association's office before the date set by the Board (Nomination Day).

(b) All such nominations must be signed by an officer of the Voting Member and the nominee has endorsed his/her consent to such nomination upon such letter.

(c) After the date specified for receipt of nominations, the Nominating Committee of the Board, comprised of the immediate Past President and two members appointed from the Board at large, shall consult with the presidents of the Voting Members to prepare a preliminary list of candidates for discussion with them and the Board.

(d) Following consultation, the Nominating Committee shall cause a ballot to be prepared containing the names of the candidates and shall cause one ballot, together with voting instructions and voting envelopes, to be mailed to each member at least fourteen days prior to the date of the Annual General Meeting. In addition, a brief statement of each candidate's professional background and experience in tennis organizations shall accompany the ballot.

(e) Members shall vote as follows:

- (1) By completing the ballot by voting for not more than the number of Directors to be elected in the manner prescribed in the voting instructions.
- (2) By inserting such completed ballot in the envelope marked "ballot" and sealing same.
- (3) By inserting such sealed ballot envelope in an envelope addressed to the Association's office with the name of the member and the word "Ballot" appearing on the back thereof; and by causing such envelope to be received by the office of the Association by 16:00 hours on the day which is three days before the date for the Annual General Meeting.

(f) The President shall appoint the Executive Director and one other person who is not a member of the Board to act as scrutinizers.

(g) The Secretary shall record the name of the member whose name appears on the back of the envelope directed to the Association's office and shall remove the name from the list of eligible voters in the presence of the auditors and the scrutinizers, and shall remove the ballot envelope and shall intermingle the same unopened with other ballot envelopes so that the same are indistinguishable.

(h) All ballots duly received shall be counted by the Secretary and a representative of the auditors, in the presence of the scrutinizers. The results of the election shall be certified by the auditors, the Secretary and the scrutinizers.

(i) Should a tie vote occur the President shall have a casting vote to determine who shall be elected and will so certify.

(j) The nominees receiving the greatest number of votes shall be elected and take office immediately following conclusion of the Annual General Meeting. If only a single candidate is nominated, the candidate will be declared elected by acclamation and it will be so indicated on the ballot.

6.3 Term of Directors

Elected Directors shall hold office for two-year terms. During the odd numbered calendar years, half of the Directors including the President and Secretary shall be elected. During the even numbered calendar years, half of the Directors including the Vice President and Vice President Finance shall be elected. No elected Officers may serve more than two consecutive terms in any one office.

Notwithstanding the preceding paragraph, the term of office of a Director who holds the position of immediate Past President, shall expire on the election or appointment of a Director, as President, not holding such office at the time of election or appointment.

6.4 Appointment of Directors

In its discretion the Board may seek out persons (limited to two) to join the Board by appointment for a term determined by the Board of up to a maximum of 2 Years.

6.5 Vacancies

A quorum of the Board may fill a vacancy among the Directors. A Director appointed to fill a vacancy holds office until the next Annual General Meeting.

6.6 Board Meeting

Meeting of the Board will be held quarterly or at any time at the discretion of the President. Meetings of the Board may be held at any place.

6.7 Notices

Notice of the time and place for holding any meeting of the Board must be sent to each Director not less than seven days prior to the day of the meeting, provided that the meeting may be held at any time without notice if all Directors are present or if all absent Directors have waived notice.

6.8 Omission of Notice

No error or omission in giving notice of any meeting of the Board, unless material or willful in nature, shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and ratify, approve and confirm all or any proceedings taken or had thereof.

6.9 Quorum and Voting

No business may be transacted at a meeting of the Board unless a quorum of at least fifty percent of the Directors are present at the beginning of a meeting. Questions arising at any meeting of the Board must be decided by a majority of votes.

For the purposes of the preceding paragraph, a Director may participate in a meeting of the Board by means of telephone or other telecommunications facilities that permit all persons participating in any such meeting to hear each other. If a Director participates in a meeting of the Board in such manner, such Director shall be considered to be present at such meeting.

6.10 Attendance

Members of the Board must attend fifty percent of the Board meetings unless there are valid reasons or if the Board waives the attendance requirement.

6.11 Resolution in Lieu of Meeting

A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

6.12 Removal

The members of the Association may by a majority resolution at a Special Meeting called for that purpose remove any Director from office before the expiration of such Director's term and may by a majority of votes cast at that meeting elect any person in such person's stead to hold office until the next Annual General Meeting.

7. OFFICERS

The Officers of the Association shall be the President, Vice President, Vice President Finance and the Secretary. The Officers shall held office from the date of election until their successors are elected in accordance with these By-Laws. Officers shall be subject to removal by resolution of the Board at any time.

7.1 President

The President shall, if present, preside as chair at all meetings of the Board. The President shall, subject to the direction of the Board exercise general supervision and control over the business and affairs of the Association. The President shall sign such contracts, documents or instruments in writing as require the President's signature and shall have other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incident to that office.

7.2 Vice President

The Vice President is vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

7.3 Vice President Finance

See Sec. 8(b)

7.4 Secretary

The Secretary shall keep a record of all members and Directors of the Association and their addresses and shall give or cause to be given notice of all meetings of the Board and the Association, and shall prepare and have custody of the minutes of the proceedings of the Board of the Association. The Secretary shall provide for the safe custody of the Seal of the Association which, when used, shall be authorized by the signature or signatures as directed by and under guidance of the Board. The Secretary shall sign such contracts, documents or instruments in writing as require that signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the Board or as are incident to that office.

8. MANAGEMENT COMMITTEES

At its first meeting after each Annual General Meeting the Board shall appoint from its own members the following Management Committees for the ensuing year:

(a) The EXECUTIVE COMMITTEE which shall consist of the Officers of the Association and the Executive Director if one is employed by the Association. The Executive Committee shall have all the powers of the Board between meetings of the Board, but such powers shall only be exercised when, in the opinion of the President, it is necessary or expedient to make an immediate decision. The Executive Committee shall conform to all lawful orders given to it by the Board and shall at all reasonable times give to the Directors, or any of them, all information they may require regarding the affairs of the Association. The Executive Committee shall meet at the call and discretion of the President and a quorum for the consideration of business shall be greater than fifty percent of its members. The provisions of Articles 6.6, 6.7, 6.10 and 6.11 as they apply to meetings of the Board shall apply mutatis mutandis to meetings of the Executive Committee.

(b) The FINANCE & AUDIT COMMITTEE which shall consist of the Vice President Finance, acting as chair, one other Director and the Executive Director. Three members shall constitute a quorum. The Finance & Audit Committee shall be responsible for the financial affairs of the Association including:

- i. reviewing and recommending the annual budget;
- ii. reviewing and recommending the financial statements;
- iii. making recommendations for banking and investments;
- iv. making recommendations for fund-raising activities;
- v. acting as an audit committee; and
- vi. recommending the annual appointment of an independent, unrelated accountant as auditor.

9. OTHER COMMITTEES

The Board may appoint from time to time such other committees as it deems expedient and may delegate to any such committee such duties and powers as may be necessary for the proper conduct of the affairs of the Association. Members of such committees need not be Directors. A Director shall be appointed by the Board as an ex-officio member to such committee.

In establishing such committees, the Board shall describe the purpose or terms of reference of the committee which may include the following:

- (a) the specific term, if any, during which the committee is to function;
- (b) whether the committee is advisory or operational in nature; and
- (c) any authority, if any, to be delegated to the committee by the Board..

In selecting members for any such committees the primary objective shall be the selection of those available persons with the most suitable qualifications for the

committee. Subject to this primary objective, efforts shall be made, when the terms of reference for the committees require, to ensure the committee has broad regional representation. If a committee does not have broad regional representation it shall, in conducting its affairs, seek the views of its Voting Members, where appropriate.

10. CONTRACTS AND FINANCIAL INSTRUMENTS

8.1 Execution of Contracts

All contracts or undertakings by, with or on behalf of the Association having a financial commitment shall be executed by any one Officer, combination of Officers, any one employee or combination of employees of the Association as the Board determines in its discretion.

8.2 Financial Instruments

All cheques, drafts or orders for the payment of money by the Association and all notes in acceptance of bills of exchange shall be executed by any one Officer, combination of Officers, any one employee or combination of employees of the Association as the Board determines in its discretion.

8.3 Signing Authorities

The Board shall have the power by resolution to appoint an Officer, combination of Officers, any one employee or combination of employees on behalf of the Association to execute contracts and instruments referred to in Sections 8.1 and 8.2 hereof as the Board determines in its discretion.

11. BORROWING POWERS

When authorized by by-law, duly passed by the Board and sanctioned by Special Resolution, the Board may from time to time:

- (a) Borrow money upon the credit of the Association;
- (b) Issue, reissue, fill or pledge bonds, notes or other evidence of indebtedness or guarantee of the Association whether secured or unsecured;
- (c) Charge, mortgage, hypothecate, pledge or otherwise create, issue, execute and deliver its security interest in all or currently owned or subsequently acquired real or personal movable or immovable property of the Association and nothing in this section limits or restricts borrowing of money by the Association on billed exchange by promissory notes made thereon except as endorsed on behalf of the Association.

12. FISCAL YEAR

The fiscal year of the Association terminates on the 31st day of December in each year unless otherwise ordered by the Board.

13. ALTERATION OF BY-LAWS

The By-Laws shall not be rescinded, altered or added to except by Special Resolution. Notwithstanding the foregoing, the Board may make non-material alteration to the language of the By-Laws as may be required from time to time, as determined by the Board, acting reasonably.

14. MISCELLANEOUS

(a) The Seal of the Association shall be in such form as shall be approved by the Board and shall have the words TENNIS ALBERTA endorsed thereon.

(b) The Board shall from time to time employ legal counsel to assist in the conduct of the affairs of the Association and pay such fees as is appropriate in the circumstances.