

**THE ALBERTA TENNIS ASSOCIATION (“the Society”)
BY-LAWS**

1. NAME & AFFILIATION

The name of the Society shall be *THE ALBERTA TENNIS ASSOCIATION*. For marketing and promotional purposes the Society may use the term “*TENNIS ALBERTA*”. The Society is a voting member of the Canadian Tennis Association 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 Society elected or appointed from time to time;
- (b) “By-Laws” means the By-Laws of the Society from time to time in force and effect including the within By-Laws;
- (c) “Special Resolution” means:
 - (i) a resolution passed
 - (A) at an Annual General Meeting or Special Meeting convened pursuant to Articles 5.1 and 5.2 herein, and
 - (B) by the vote of not less than 75% of the Full Members in attendance via proxy or otherwise; or
 - (ii) a resolution consented to in writing by all Full Members.

2.3 General Rules of Interpretation

In these By-Laws the following rules of interpretation shall apply:

- (a) 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; and
- (b) Words importing the singular number only shall include plural and vice versa and words importing persons shall include any and all legal entities, including without

limitation provincial or federal companies, corporations, partnerships, syndicates, trusts, associations, societies and any number or aggregate of persons all as the context may require.

3. HEAD OFFICE

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

4. MEMBERSHIP

4.1 Classes of Members

Membership in the Society shall be limited to the classes of Full Members, Associate Members and Individual Members.

4.2 Full Members

Any organization which provides access to tennis facilities or services in relation thereto in Alberta and charges fees for same is eligible to become a Full Member. Any such organization which provides the Society with the information and documentation which the Board determines from time to time is appropriate for applicants for Full Membership and which pays the Full Membership Annual Dues to the Society as determined by the Board from time to time shall be considered by the Board for acceptance as a Full Member. Full Members shall be entitled to notice of, and to vote at Membership Meetings, as governed by Article 5 of these By-Laws.

4.3 Associate Members

Any organization which promotes and supports tennis in Alberta but which does not charge annual fees to its members in relation to the availability of tennis facilities or services relating thereto is eligible to become an Associate Member. Any such organization which provides the Society with the information and documentation which the Board determines from time to time is appropriate for applicants for Associate Membership and which pays the Associate Membership Annual Dues to the Society as determined by the Board from time to time shall be considered by the Board for acceptance as an Associate Member.

For greater certainty, but without limitation, Associate Members shall include schools, community colleges, universities, municipal recreation departments, tennis camps, community associations, apartment complexes and hotels.

Associate Members shall not be entitled to vote at Membership Meetings, but shall be entitled to notice of Membership Meetings.

4.4 Individual Members

Any person interested in the sport of tennis and resident in the Province of Alberta is eligible to become an Individual Member. Any such person who provides the Society with the information and documentation which the Board determines from time to time is appropriate for applicants for

Individual Membership and who pays the Individual Membership Annual Dues to the Society as determined by the Board from time to time shall be considered by the Board for acceptance as an Individual Member. Individual Members shall not be entitled to notice of Membership Meetings nor to vote at Membership Meetings.

4.5 Membership Application

Applications for Full Membership, Associate Membership and Individual Membership shall be in the form determined by the Board in its full discretion. The Board shall determine, in its full discretion, the information and documentation to be submitted by all applicants for Full Membership, Associate Membership and Individual Membership.

Applications to become a Full Member or Associate Member of the Society shall be submitted in writing to the Society's Head Office and shall be signed by an officer of the entity applying for such membership. The Board, by simple majority, will decide to approve or reject such applications for Full or Associate membership.

Applications for Individual Membership in the Society shall be submitted in writing, or electronically, to the Society's Head Office. The Board, or its staff designate, will approve or reject all applications for Individual Membership in the Society.

The Board shall also determine, if applicable, to allow for any new member to pay prorated Annual Dues.

4.6 Membership Year and Dues

The Society's membership year shall be the calendar year. Annual Dues shall be determined by the Board from time to time in the Board's full discretion. Members shall be notified of any variation in Annual Dues, prior to October 1st, which notification shall be through regular mail, email or facsimile transmission.

4.7 Withdrawal of Membership

Any Full Member, Associate Member or Individual Member wishing to withdraw from membership in the Society, shall do so upon notice in writing to the Board prior to October 31st, otherwise the member shall be liable for payment of Annual Dues for the following calendar year. The said written withdrawal notice shall be delivered to the Board's Secretary by way of regular mail, email or facsimile transmission.

4.8 Expulsion of a Member

The Board may at any time, by a majority vote of Directors, expel any member of the Society, in its full reasonable discretion.

5. MEMBERSHIP MEETINGS

5.1 Annual General Meeting

Subject to the Act, the Annual General Meeting of the Society 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 purposes which will include:

- (a) To announce the results of the Society's directorship election for the ensuing year;
- (b) To hear and consider the report of the President of the Society;
- (c) To hear and consider the report of the Society's Vice President Finance, which will include a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal year of the Society that has been certified by the Society's auditor;
- (d) To decide any resolution which may be submitted to the Annual General Meeting;
- (e) To appoint the Society's auditor for the ensuing year.

5.2 Special Meetings

The Board may at any time call a Special Meeting of the Society at such time and at such place in Alberta as the Directors may determine.

Directors shall also call a Special Meeting of the Society upon receiving a written request to do so from at least 25% of the Society's Full Members who are in good standing with the Society.

5.3 Notices

Subject to the provisions of the By-Laws, 21 clear days' notice of an Annual General Meeting and 21 clear days' notice of a Special Meeting shall be given to every Full and Associate Member of the Society shown by the Society'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 the nature of any Special Resolution to be proposed at the Annual General Meeting or Special Meeting.

5.4 Voting

Every duly authorized delegate of a Full Member present or represented by authorized proxy at an Annual General Meeting or Special Meeting of the Society is entitled to one vote at the said meetings. Each Full Member is entitled to appoint one delegate for the purpose of any Membership Meeting. At all Membership Meetings of the Society every decision other than a Special Resolution decision shall be determined by simple majority vote of Full Members unless otherwise specifically provided by the Act or this By-Law.

5.5 Quorum

For any Annual General Meeting or Special Meeting of the Society a quorum shall consist of at least half of all Full Members in good standing being present or represented by proxy. If a quorum is present at the opening of a meeting, the Full Members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

5.6 Telephone or Internet Participation

A Director, Full Member or Associate Member may participate in a meeting of the Society by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed to be present at the meeting. The Society shall ensure the availability of such telephone or other communication facilities for all Membership Meetings, and shall provide information as to the particulars for such means of participation in the notice provided in advance of all meetings.

5.7 Adjournment

The chair of a meeting of the Society may, with the consent of a majority of the Full Members, adjourn any meeting of the Society 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.

5.8 Resolution in Lieu of Meeting

A resolution in writing signed by all Full Members is as valid as if it had been passed at a meeting of the members of the Society.

6. BOARD OF DIRECTORS

6.1 Directors

The business, affairs and assets of the Society are the responsibility of, and governed by the Board. The Board may direct the Society in any and all ways except those expressly forbidden by the Society's By-Laws or the laws 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 Society and shall be bound by the Code of Conduct, Conflict of Interest Guidelines and Confidentiality Guidelines of the Society as approved by the Board from time to time. The number of Directors shall be a maximum of eleven elected and two appointed by the Board.

Effective for the 2017 Annual General Meeting of the Society, no more than two representatives of a Full Member shall be elected to the Society's Board at any one time.

The composition of the Society's Board shall be based upon regional representation of Full Members from three or more Alberta cities/towns.

Directors and Officers of the Society shall not be entitled to any remuneration, unless authorized at an Annual General Meeting or Special Meeting of the Society.

6.2 Procedure for Electing and Appointing Directors of the Society

- (a) The Board shall appoint a Governance and Nominating Committee, which will prepare a slate of proposed representatives from Full Members proposed for election to the Board at the Society's Annual General Meeting. A Full Member may nominate a representative for election as a Director by a letter in writing signed by an officer of the Full Member and addressed to the Secretary of the Society, provided the representative so nominated has endorsed his/her consent to such nomination upon such letter which letter must be received by the Society's office before a date set by the Board ("Nomination Date").
- (b) After the Nomination Date, the Nominating Committee shall make appropriate consultations and inquiries regarding the nominees submitted, following which, the Nominating Committee shall determine, in its full discretion, which nominees shall be included on the Director's election ballot.
- (c) Upon determining which nominees shall be included on the Director election ballot, the Nominating Committee shall cause one ballot, together with voting instructions, voting envelopes and a brief statement of each nominee's professional background and experience in tennis organizations, to be mailed or emailed to each Full Member at least fourteen days prior to the date of the Society's Annual General Meeting.
- (d) Full Members shall vote as follows:
 - (i) By completing the ballot provided by the Nominating Committee in accordance with the voting instructions included on such ballot.
 - (ii) By inserting the completed ballot in the envelope provided by the Nominating Committee and returning it to the Nominating Committee, by no later than 16:00 hours on the day which is three days before the date of the Society's Annual General Meeting, in the manner prescribed in the Nominating Committee's voting instructions.
- (e) The President shall appoint two other people who are not members of the Board to act as scrutineers.
- (f) All voting ballots duly received shall be counted by the Secretary in the presence of the scrutineers. The results of the election shall be certified by the Secretary and the scrutineers.
- (g) Should a tie vote occur the President shall have a casting vote to determine who shall be elected as Director and will so certify.

- (h) The nominees receiving the greatest number of votes shall be elected as Director of the Society to fill all vacancies on the Board and shall 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 and shall not serve the Board for greater than five consecutive two-year terms. Directors elected as Officers shall not serve in any one officerial position for more than two consecutive terms.

6.4 Appointment of Directors

The Board may at any time, in its discretion, appoint two additional Directors to the Board, which appointment shall be for a maximum two year term.

6.5 Vacancies

In addition to the Board's ability to appoint two Directors as set out herein at Article 6.4 herein, the Board may also appoint further Directors to fill a vacancy on the Board if such appointment is required as a result of a Director's death, resignation, expulsion or the expiry of a Director's term prior to the next Annual General Meeting occurring. In the case of expiry of a Director's term prior to the next Annual General Meeting, the Board may also extend that Director's term until the next Annual General Meeting.

6.6 Board Meetings

Meetings of the Board shall be held quarterly and at the time and place prescribed by the President.

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 is 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. The Society shall ensure the availability of such telephone or other communication facilities for all meetings of the Directors, and shall provide information as to the particulars for such means of participation in the notice provided in advance of all meetings.

6.10 Attendance

Directors must attend 50% of duly called Board meetings of the Society and shall not miss three consecutive Board meetings, unless the Director provides valid reasons for his or her absence or the Board waives this attendance requirement. In the event a Director offends this section of the By-Laws, the Board may resolve to expel the offending Director from the Board.

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

Full Members of the Society may by a majority resolution at a Special Meeting remove any Director from office before expiration of such Director's term. In the event of such removal, the Full Members may also by majority resolution elect a replacement Director who will hold that position of Director until the next Annual General Meeting.

6.13 A Director may withdraw from the Board on written notice to the President and Executive Director.

7. OFFICERS

7.1 Appointment of Officers

Following each Annual General Meeting, the Board shall vote to appoint Officers of the Society, including the officerial positions of President, Vice President, Vice President Finance and Secretary. These Officers shall hold office from the date of the Board's election of them until their successors are elected in accordance with this section of the By-Laws. Officers may be removed from their position by resolution of the Board at any time.

7.2 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 Society. 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.

7.3 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.

7.4 Vice President Finance

The Vice President Finance shall have authority and responsibility for those matters set out in Article 8(b) of these By-Laws.

7.5 Secretary

The Secretary or its delegate shall keep a record of all members and Directors of the Society and their addresses and shall give or cause to be given notice of all meetings of the Board and the Society, and shall prepare and have custody of the minutes of the proceedings of the Board of the Society. The Secretary shall provide for the safe custody of the Seal of the Society 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 the following Board Management Committees for the ensuing year:

- (a) The EXECUTIVE COMMITTEE which shall consist of the Officers of the Society and the Executive Director if one is employed by the Society. 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 Society. 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 mutates 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. The Finance & Audit Committee shall be responsible for the financial affairs of the Society 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.
- (c) Such further and other committees as the Board may deem appropriate from time to time.

9. STANDING COMMITTEES

At its first meeting after each Annual General Meeting, the Board shall re-affirm the ongoing Standing Committees and any new Standing Committees. The Standing Committees include:

- (a) The Sportsmanship and Ethics Committee;
- (b) The Junior Development Committee; and
- (c) Such further and other committees as the Board may deem appropriate from time to time.

Each Standing Committee shall be chaired by a Chair or Co-Chair who is charged with the general supervision of the business and affairs of that Committee and is accountable to the Board for achieving the mandate of the Committee.

10. STANDING COMMITTEE MEMBERS

Members of Standing Committees will be appointed by the Board and need not be Directors of the Society.

Each Standing Committee member shall sign a covenant to abide by the Society's Code of Conduct, Conflict of Interest Guidelines and Confidentiality Guidelines in a form approved by the Board.

11. 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 Society. Members of such committees need not be Directors.

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, where 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 Full Members, where appropriate.

12. STAFF

The Society may employ an Executive Director and such other employees as shall be necessary for the proper operation of the Society.

The Executive Director shall have authority, subject to the direction and supervision of the Board, to manage and direct the business and affairs of the Society, including the authority to appoint and remove all employees and agents of the Society (except for those employees or agents appointed directly by the Board) 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. The Executive Director shall report to the President on an ongoing basis and to others as directed by the President.

13. CONTRACTS AND FINANCIAL INSTRUMENTS

13.1 Execution of Contracts

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

13.2 Financial Instruments

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

14. BORROWING POWERS

When authorized by a duly passed resolution of the Board, the Board may from time to time:

- (a) Borrow money upon the credit of the Society;
- (b) Issue, reissue, fill or pledge bonds, notes or other evidence of indebtedness or guarantee of the Society 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 Society and nothing in this

section limits or restricts borrowing of money by the Society on billed exchange by promissory notes made thereon except as endorsed on behalf of the Society.

15. FISCAL YEAR

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

16. DISCIPLINE AND COMPLAINTS

In keeping with the value of fair play, the Society shall adopt disciplinary procedures for competitions, which will be outlined through policies and procedures approved by the Board.

17. POLICY MANUAL

The Society may adopt and make available to its members an online Policy Manual as approved and adopted by the Board from time to time.

18. ALTERATION OF BY-LAWS

The By-Laws shall not be rescinded, altered or added to except by the Special Resolution of Full Members. 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.

19. MISCELLANEOUS

- (a) The Seal of the Society shall be in such form as shall be approved by the Board and shall have the words THE ALBERTA TENNIS ASSOCIATION endorsed thereon.
- (b) The Board shall from time to time employ legal counsel to assist in the conduct of the affairs of the Society and pay such fees as is appropriate in the circumstances.
- (c) The Board shall see that all necessary books and records of the Society required by the By-Laws or by any applicable law are regularly and properly kept and shall, at any time after giving reasonable notice and arranging a time and place satisfactory to the Officer or Officers having charge of same, be open to inspection by Full Members.