

**THE ALBERTA TENNIS ASSOCIATION
BYLAWS**

ARTICLE I GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of The Alberta Tennis Association.
- 1.2 Definitions – The following terms have these meanings in these Bylaws:
- a) *Act* – the *Alberta Societies Act* as amended from time to time and any legislation that may be substituted therefore.
 - b) *Board* – the Board of Directors of the Society.
 - c) *Days* – days including weekends and holidays.
 - d) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - e) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
 - f) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
 - g) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
 - h) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
 - i) *Registrant* – an individual who is registered with the Society to participate in activities that are provided, sponsored, supported, sanctioned or recognized by the Society. For greater certainty, Registrants include athletes, coaches, officials, referees, administrators, and volunteers.
 - j) *Society* – The Alberta Tennis Association
 - k) *Special Resolution* –
 - i. A resolution passed:
 - (i) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
 - ii. A resolution proposed:
 - (i) and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree; or
 - (ii) A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 1.3 Registered Office – The registered office of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the Act.
- 1.4 Seal of the Society – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Executive Director.
- 1.5 No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Categories – The Society has the following categories of Members:

- a) Facility Member – A tennis facility located in Alberta that provides access to tennis courts and related services and charge fees for such access are eligible to become Facility Members of the Society. Facility Members will provide the Society with the information and documentation determined appropriate by the Board and pay the membership fees set by the Board shall be considered for acceptance as Full Members.
- b) Associate Member - Associate Members are organizations that promote and support tennis in Alberta but do not charge annual fees to access their tennis facilities or services. Eligible organizations must provide the Society with the necessary information and documentation as determined by the Board and pay the membership fees established by the Board to be considered for acceptance. Examples include schools, community colleges, universities, municipal recreation departments, tennis camps, community associations, apartment complexes, and hotels.

Admission and Renewal of Members

2.2 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid fees as prescribed by the Board, if any;
- d) The candidate member agrees to uphold and comply with the Society’s governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.3 Duration – Unless otherwise determined by the Board (or designate), membership with the Society begins on January 1st and terminates on December 31st or when the Member resigns or is terminated from membership.

2.4 Fees – Membership fees will be determined by the Board.

2.5 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Compliance, Transfer, Suspension, and Termination of Membership

2.6 Policy Compliance – As a condition for membership, a Member must comply with the Society’s policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society’s policies and procedures may result in discipline, or suspension or termination of membership.

2.7 Transfer – Membership in the Society is non-transferable.

2.8 Suspension – A Member may be suspended pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.9 Effects of Suspension – A suspended Member is not in good standing, and therefore may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society and may be subject to a probationary period before being reinstated to good standing.

2.10 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these Bylaws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these Bylaws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these Bylaws or the Society’s policies;
- f) The Member’s dissolution; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.11 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.12 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or Bylaws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

- 2.13 Definition – A Member will be in good standing provided that the Member:
- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - b) Has completed and remitted all documents as required by the Society;
 - c) Has complied with the Bylaws, policies, and rules of the Society;
 - d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - e) Has paid all required membership fees, if any.
- 2.14 Privileges of Good Standing - Subject to these Bylaws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members, if a voting Member;
 - b) To participate in the Society's activities; and
 - c) To participate in other events associated with the Society.
- 2.15 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 General Meeting of Members — The Society will hold a general meeting of members on a date of each year at a time and place determined by the Board within the Province of Alberta. Upon request, any member will be provided with a copy of the approved financial statements and auditor's report (if any) not less than ten (10) days before the general meeting. At the general meeting the Board shall present the financial statements setting out the Society's income, disbursements, assets and liabilities.
- 3.2 Special Meeting of Members – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. Written or electronic notice of a Special Meeting will be given to all Members in good standing, Directors, and the auditor (if appointed) at least twenty-one (21) days and not more than fifty (50) days prior to the date of the Special Meeting. The notice shall specify the purpose of the Special Meeting and the nature of the business to be transacted.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the general meeting of the Members will be given to all Members in good standing, Directors, and the auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice of a Special Meeting will be given in accordance with Section 3.2.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – A minimum of fifty percent (50%) of voting Members will be required to constitute a quorum at any general meeting or Special Meeting of the Members. If a majority is present at the start of a meeting, they may proceed with business, even if a majority is not maintained throughout the meeting.

3.9 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.10 Attendance – The only persons entitled to attend a meeting of the Members is the Delegate representing a Member, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.11 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person.

Voting at Meetings of Members

3.12 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Facility Members have one vote each, to be exercised by the Facility Member's Delegate.
- b) Associate Members may attend meetings of the Members via Delegate but are not entitled to vote.

3.13 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate and alternate Delegate to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member’s representative. Delegates have only one vote and may vote by proxy. Only a Delegate or the alternate Delegate (not both) may attend the meeting on behalf of the Member.

3.14 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.15 Proxy Voting – Proxy voting is permitted but a proxy holder will not hold more than three (3) proxies.

3.16 Voting by Mail or Electronic Means – A Member may vote by electronic means if:
a) The Society has made available a procedure that permits voting by electronic means;
b) The votes may be verified as having been made by the Member entitled to vote; and
c) The Society is not able to identify how each Member voted.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.18 Majority of Votes – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of nine (9) and maximum of eleven (11) Directors.

4.2 Composition of the Board – The Board will consist of the following positions:
a) A minimum of seven (7) and maximum of nine (9) Directors-at-Large
b) Two (2) Directors appointed by the Osten & Victor Alberta Tennis Centre

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:
a) Not have a child/guardian/ward competing as a junior player within the Society;
b) Be eighteen (18) years of age or older;
c) Have not been declared incapable by a court in Canada or in another country; and
d) Not have the status of bankrupt.

4.4 Member Representation – There will be no more than two (2) Directors who are registered with the same Facility or Associate Member.

Nomination of Directors

4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible for soliciting and receiving nominations for Directors.

4.6 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the endorsement of a Facility Member;
- b) Include the written consent of the nominee by signed or electronic signature;
- c) Comply with the procedures established by the Nominations Committee (if appointed); and
- d) Be submitted to the Registered Office of the Society ten (10) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Nominations from the Floor – Nominations will not be accepted from the floor of a Meeting of Members.

Election and Appointment of Directors

4.8 Centre Appointment of Directors – The Osten & Victor Alberta Tennis Centre (the “Centre”) will nominate two (2) Directors for a three (3) year term ten (10) days prior to the Annual General Meeting who will be deemed Directors of the Society upon approval of the Board of Directors by Ordinary Resolution.

4.9 Appointment of Directors – The Board of Directors is permitted to appoint up to two (2) Directors for a three (3) year term by way of Ordinary Resolution of the Board of Directors.

4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any elected Director-at-Large position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

4.11 Elections – Elections for each Director position will be decided in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.13 Terms – Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. A Director will only serve a lifetime maximum of three (3) consecutive terms.

Resignation and Removal of Directors

4.14 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary

investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.15 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found by a court to be incapable;
- c) The Director becomes bankrupt; or
- d) The Director dies.

4.16 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy – When the position of an Osten & Victor Alberta Tennis Centre appointed Director becomes vacant for whatever reason, the Osten & Victor Alberta Tennis Centre will fill the vacancy for the remainder of the term by appointment. When the position of a Director-at-Large becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.19 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.20 Notice – Written notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.21 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.22 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.23 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.

4.24 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.25 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.26 Written Resolutions – A resolution in writing, including electronic communications, approved by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.27 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.28 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

4.29 Standard of Care – Every Director will:

- a) Comply with the Society's governing documents, including but not limited to its Code of Conduct;
- b) Act honestly and in good faith with a view to the best interests of the Society; and
- c) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.30 Powers of the Society – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.31 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these Bylaws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Determine registration procedures, determine membership fees, and determine other registration requirements;
- e) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;
- f) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- g) Invest funds for the purpose of furthering the objects and purposes of the Society;
- h) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

4.32 Staff – In addition to the powers granted herein, the Board may employ an Executive Director and such other employees as shall be necessary for the proper operation of the Society.

4.33 Executive Director - 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.

ARTICLE V OFFICERS

5.1 Composition – The officers will be the President, Vice-President, Vice President of Finance, Secretary, and Executive Director.

5.2 Term – Excluding the Executive Director who is the person appointed by the Board, the term of the Officers will be at least one (1) year, up until the balance of the Director’s term, or until they or their successors are elected or appointed.

5.3 Election – Excluding the Executive Director who is appointed by the Board, the Officers of the Society will be elected by the Board of Directors within thirty (30) days after the election of Directors. The Directors will elect Officers for whichever positions are vacant and they shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for Chair. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

- c) The Secretary will be responsible for the documentation of all amendments to the Society's Bylaws, will ensure that all official documents and records of the Society are properly kept and will perform such other duties as may from time to time be established by the Board.
- d) The Vice President of Finance will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director will be the Society's senior staff person responsible for the operations of the Society, will perform the responsibilities defined in the Executive Director's job description and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

5.8 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

ARTICLE VI REGISTRANTS

6.1 Registrants – The Society has the following categories of Registrants who must register with the Society and pay fees as determined by the Board (or, if the Registrant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registrant):

- a) Athletes
- b) Coaches
- c) Officials
- d) Administrators
- e) Volunteers
- f) Directors
- g) Committee Members

Term

6.2 Year – Unless otherwise determined by the Board (or designate), the registration term of Registrants begins on the date the Registrant registers with the Society and ends on a date determined by the Board (or designate) common to all Registrants or when the Registrant resigns or is terminated from registration.

Fees

6.3 Fees – Registrant fees will be determined annually by the Board.

6.4 Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid by the date specified in the notice, the Registrant in default will automatically cease to be a Registrant with the Society.

Discipline

6.5 Discipline – A Registrant may be suspended or expelled from the Society in accordance with the Society’s Bylaws, policies, and procedures relating to discipline of Registrants.

6.6 May Not Resign – A Registrant may not resign from the Society if the Registrant is subject to disciplinary investigation or action.

Status

6.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;
- b) The Registrant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Registrant fails to pay fees owed to the Society by the deadline dates prescribed in Section 6.4;
- d) The Registrant fails to comply with Society’s registration policies or applicable policies;
- e) The Registrant’s term of registration expires; or
- f) The Society is dissolved.

Good Standing

6.8 Definition – A Registrant with the Society will be in good standing provided that the Registrant:

- a) Has not ceased to be a Registrant;
- b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required fees to the Society.

6.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.3 President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

7.4 Debts – No committee will have the authority to incur debts in the name of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – The fiscal year of the Society will be January 1 – December 31

8.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual General Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual Meeting.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any);
- c) Any further information respecting the financial position of the Society.

8.5 Books and Records - The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept at the registered office of the Society. This includes maintaining a register of members containing their names, addresses, and dates of membership. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and record.

8.6 Annual Return - The Society shall make an annual return to the Registrar, which shall include the address of the registered office, names and addresses of officers and directors, and the audited financial statement.

8.7 Borrowing Powers – For the purpose of carrying out the objects of the Society, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the By-laws of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Remuneration

8.8 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration.

Conflict of Interest

8.9 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest. A failure to disclose the potential conflict of interest may result in the Director, Officer or member of a committee to vacate their position.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These Bylaws may only be amended, revised, repealed or added to by Special Resolution of the Members.

9.2 Effective Date – Bylaws amendments are effective from the date they are registered with the Registrar.

ARTICLE X NOTICE

10.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – The process for dissolution of the Society shall be as follows:

- a) The Board shall propose a resolution for the voluntary dissolution of the Society.
- b) The resolution must be approved by a Special Resolution of the Members at a meeting called for that purpose.
- c) Upon approval of the resolution, the Board shall appoint a liquidator to wind up the affairs of the Society.
- d) The liquidator shall:
 - i. Identify all assets and liabilities of the Society;
 - ii. Pay all debts and liabilities of the Society;
 - iii. Convert remaining assets to cash where necessary;
 - iv. Prepare a final statement of the Society's affairs.

