

**BY-LAW NO.1**

**GENERAL BY-LAWS OF**

**CAPITAL REGION COMMUNITY TENNIS CENTRE INC.**

**1. NAME**

The name of the company is "Capital Region Community Tennis Centre Inc."  
(the "**Centre**" or "**CRCTC**").

**2. PRINCIPAL OR HEAD OFFICE**

The head office of the Centre shall be in the City of Fredericton, in the County of York and Province of New Brunswick. The Centre may establish and maintain in addition to its head office such other offices as the Board of Directors may from time to time determine.

**3. MEMBERSHIP**

i. Membership, Fees & Voting Privileges

All members shall pay a nominal membership fee which will be set annually by the Board of Directors or as often as the Board of Directors determines to be necessary. Membership is required to hold voting privileges as set out in paragraph 4 herein below but is not required in order to utilize the tennis facilities. Membership shall be limited to those individuals whose membership fees, as set out herein, are fully paid and up to date.

- a. Every member must comply with the Centre's by-laws and regulations/policies as established from time to time.
- b. Members are responsible for ensuring that the Centre has the member's correct contact information.
- c. The Board of Directors of the Centre shall have the power to suspend or expel any member who may neglect or refuse a strict and honorable compliance with the By-Laws and/or regulations of the Centre, or who shall by their conduct, bring reproach or disgrace upon the Centre.
- d. The Board of Directors of the Centre shall have the power to establish

policies with respect to what constitutes payment of membership fees.

- e. CRCTC staff/management are not eligible to become members and are not eligible to vote at any meeting of the Centre.

- ii. Renewal

- a. Membership shall be renewed for each fiscal year, beginning on September 1<sup>st</sup> and ending on the following August 31<sup>st</sup>. Membership fees paid during the fiscal year shall not be pro-rated.
- b. Members shall not be entitled to any membership privileges while they are in default of Centre fees in accordance with fee schedules approved by the Board of Directors from time to time.

- iii. Tennis Canada & Tennis New Brunswick

- a. By agreement amongst the three parties, each of Tennis Canada and Tennis New Brunswick has the power to appoint one person to be a voting member on the Board of Directors. Neither organization is required to pay annual member dues.

#### **4. VOTING POWERS**

- i. Each member in good standing over the age of eighteen (18) shall have one (1) vote.
- ii. Each member in good standing under the age of eighteen (18) is entitled to have one (1) parent or legal guardian vote on his or her behalf, such parent designation must be declared seven (7) clear days in advance of the meeting in which the vote will take place.
- iii. Voting rights may be exercised in person, or by proxy. Votes may be cast in person or by proxy, however, the credentials of such proxies must be in writing and must be filed with the Secretary of the Centre a minimum of seven (7) clear days before the commencement of the meeting in which the vote will take place.
- iv. No person shall be eligible to vote or to hold proxy unless such person is a member in good standing of the Centre.
- v. Any one member is limited to holding no more than 3 proxies at any one meeting of the Centre's membership.
- vi. In order to be eligible to vote at an Annual General Meeting (AGM) or at a special meeting of its members, a member must have paid his/her membership fee in full no less than 14 clear days prior to said meeting.

- vii. Unless otherwise stipulated by the meeting Chair, voting shall be by a show of hands.

## 5. FISCAL YEAR

The fiscal year of the Centre shall end on the 31st day of August in each year.

## 6. THE BOARD OF DIRECTORS

- i. The Board of Directors of the Centre shall be comprised of a minimum of 9 to a maximum of 12 directors consisting of the five executive officers set out below, one Director appointed by Tennis Canada and one Director appointed by Tennis New Brunswick with the remaining Directors being Directors at Large.
- ii. Directors shall serve without remuneration: No Director shall directly or indirectly receive any profit from the Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director may not be prohibited from receiving compensation for services provided to the corporation in another capacity.
- iii. Insurance for Directors and Officers: The Corporation shall maintain insurance to the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- iv. The executive officers and other board members shall form and be known as the Board of Directors, which shall oversee the affairs of the Centre.
- v. Except for the Tennis Canada and Tennis New Brunswick appointed Directors, Directors shall be elected by ballot at the Annual General Meeting for a two-year term. Each Director shall be eligible for re-election for a maximum of two additional two-year terms. A Director taking on the position of Past President may sit as a Director for a 7<sup>th</sup> year to complete this role.
- vi. Upon adoption of this bylaw, the Board of Directors may treat the upcoming year as a transition year whereby one half of the director positions will be elected based on a two-year term and the other half will be elected based on a one-year term to ensure turnover of directors in an appropriate manner. The Nominating Committee will work with the executive in order to establish which Director's terms will be one and/or two-year terms in this transition year as it sees fit.

- vii. In order to hold an executive office, an individual must have acted as a Director of the Centre for at least one year prior to running for such executive office.
- viii. The foregoing officers shall be elected by ballot at an Annual General Meeting of the Centre and shall hold office for a two-year term, or until their successors are elected. Officers are elected to specific named positions. The election for the positions of Vice President and Treasurer shall take place at the annual meeting to be held in February 2019. The election for the President and Secretary shall take place at the annual meeting to be held in February 2020.
- ix. Ballots for both Directors and officers shall be cast by members or voting representatives per paragraph 4(ii) present at the meeting, in person or by proxy. Each voter may cast one vote for each executive position and one vote for each open Director's position. The person receiving the greatest number of votes for each respective position shall be decided elected thereto.
- x. A slate of nominations for the Board of Directors shall be put together by a Nominating Committee composed of three (3) persons named by the Board of Directors whose duty it shall be to: (1) determine the vacancies on the Board to be filled at the Annual General Meeting (2) issue a call for nominations to all members and (3) present a slate at the Annual General Meeting.
- xi. The call for nominations will be issued to all members in good standing 30 days prior to the annual general meeting and will accompany the notice of such meeting. Such call shall indicate:
  - a. the name of elected directors who will continue to serve out their term;
  - b. the number of vacancies to be filled;
  - c. any and all information required to support the nomination; and,
  - d. the deadline for receipt of nominations.
- xii. No nominations for the executive or the Board of Directors will be entertained from the floor of a meeting of the membership. Individuals interested in running for the Board of Directors and/or executive office may be added to the slate by submitting a completed nomination form to the Centre's Secretary no later than 14 clear days prior to the Annual General meeting or meeting of members in which an election is scheduled to take place.

- xiii. A vacancy occurring in the Board of Directors may be appointed by the remaining members thereof, such appointee to hold office until the next Annual General Meeting of the Centre or until a successor be elected.
- xiv. Members of the Board of Directors, other than the Tennis Canada and Tennis New Brunswick Directors, who miss three (3) meetings in a row, or over 50% of the meetings in the previous fiscal year, may lose their position with the Centre. The remaining members of the Board of Directors may vote on whether their absenteeism should constitute justification for their removal.
- xv. No persons shall be eligible to be nominated for or appointed to the Board of Directors or hold office in the Centre unless they are members in good standing of the Centre.
- xvi. No two individuals residing at the same address shall sit on the Board of Directors at the same time.
- xvii. Pursuant to section 87(1.2) of the Companies Act, the following persons are disqualified from being a Director of the Centre:
  - A. anyone who is less than 19 years of age;
  - B. anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
  - C. a person who is not an individual;
  - D. a person who has the status of bankrupt; or,
  - E. a person convicted of an offensive under the Criminal Code (Canada) or the criminal law of any jurisdiction outside of Canada:
    - i. in connection with the promotion, formation or management of a corporation, or,
    - ii. involving fraud unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or the imposition of a fine, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

- xviii. The Board of Directors shall have the right to appoint an honorary non-voting Director of the Centre who need not necessarily be a member of the Centre.

## **7. DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors is responsible for guiding and coordinating the administrative procedures and business affairs of the Centre. They are leaders who delegate, have personal integrity, and a high sense of responsibility and respect for others.

The Board of Directors shall construe and enforce the provisions of this Centre's By-Laws, and shall hear and determine all questions brought before it for decision, reasonable notice of such hearings to be given to all members that may be affected thereby. All decisions of the Board of Directors shall be compiled with forthwith, but an appeal therefrom may be taken by any member to the next Annual General Meeting of the Centre or to a Special General Meeting called for that purpose, provided however that the member so appealing shall give seven (7) days' notice of intention to so appeal, both to the Secretary of the Centre and to any other member affected by such appeal.

Directors shall assume the following responsibilities;

- i. attend and actively participate in meetings of the Board of Directors;
- ii. be knowledgeable of the Corporation's activities and programs;
- iii. support and contribute to the achievement of the goals and purposes of the Centre;
- iv. communicate faithfully and accurately the goals, purposes and activities of the Centre within the broader community;
- v. Each director must review the CRCTC policies, sign and submit to the Secretary the letter of agreement. This includes CRCTC and Abony Family Tennis Centre policies regarding:
  - A. code of conduct
  - B. conflict of interest guidelines
  - C. confidentiality guidelines
  - D. harassment policy
- vi. The Board of Directors shall establish standing committees for Human Resources, Finance/Audit and Facilities as well as such other ad hoc committees as are deemed necessary from time to time. Membership for each standing

committee shall be determined by the executive within 30 days of the annual general meeting when board elections are held and for each ad hoc committee as soon as is practicable after an ad hoc committee has been struck.

**8. REMOVAL OF A DIRECTOR:**

- i. Removal for Cause: members of the Board of Directors may, by resolution passed by at least two thirds of the votes cast at a special meeting at which notices specifying the intention to pass such a resolution has been given, remove a director before the expiration of such director's term of office and may, by a majority of votes cast at that meeting, appoint any person to fill the vacancy thereby created.
- ii. Resignation: a member of the board may resign as a director by submitting a letter of resignation to the president or, in the case it is the president, to the board in which case the Board of Directors may, by a majority of votes cast at the next meeting, appoint any person to fill the vacancy thereby created.
- iii. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which that director's retirement is accepted.

**9. OFFICERS:**

**DUTIES OF OFFICERS:**

**i. Officers:**

- a. The officers of the Centre shall be as follows:
  - i. President
  - ii. Vice President
  - iii. Treasurer
  - iv. Secretary
  - v. Past President

**President:**

The President coordinates the efforts and achievements of the Centre. The President has the authority to sign all official documents and is required to attend and preside over all meetings of the Board and Executive. The President may choose to act in an ex-officio capacity (observer, consultant or advisor) during special or standing committee meetings. The President acts as the spokesperson for the Centre and the rest of the Board of Directors. The President sees that the other officers

and the committees perform their duties.

**Vice President:**

The Vice President may chair meetings of the Board of Directors in lieu of the President. The Vice-President may be asked to chair Special Committee Meetings.

**Treasurer:**

The Treasurer is responsible for reporting the Centre's finances. The Treasurer ensures that the books, accounts or other financial records, are maintained and reports to the Board of Directors on the Centre's fiscal position. The Treasurer shall present at the Annual General Meeting, a financial summary showing all receipts and expenditures from the previous year and an interim report for the current year. The Treasurer also guides the Board of Directors in the preparation of the annual budget and long-term financial planning and maintains a current list of all the Centre's assets and liabilities.

**Secretary:**

The Secretary prepares the agenda and records and distributes the minutes of all meetings. The Secretary keeps a list of correspondence, all unfinished business, and a record of all proceedings and decisions, and keeps copies thereof, which correspondence shall be open at any time to the inspection of the Board of Directors. The Secretary also ensures that a roll of the members is kept and amended as may be required from time to time.

**10. BOARD OF DIRECTORS MEETINGS**

- i. The Board of Directors shall meet at the call of the President or any four Directors provided that proper notice of such meeting is given;
- ii. Dates of all Board of Directors meetings shall be available to each Centre member on the website of the Centre;
- iii. A majority of the Board of Directors entitled to vote shall constitute a quorum at any meeting thereof;
- iv. A Director may participate in a meeting of the Board of Directors by telephone, conference call or video conference call or any other communication facilities that permit all persons participating in the meeting to hear each other and any Director participating in such meeting, by such means, shall be deemed to be present at that meeting



## 11. ACCOUNTANT

- i. An Accountant for the Centre, who need not be a member of the Centre, shall be elected at the Annual General Meeting.
- ii. The Accountant shall examine all books, vouchers and accounts of the Centre, and report the result of such examination at such Annual General Meeting thereof.

## 12. GENERAL MEETINGS

The Annual General Meeting of the Centre shall be held on the third Thursday of February after the fiscal year end or as soon as practicable thereafter with the exact date and place to be designated by the President.

- i. Special Meetings of the Membership may be called at any time at the direction of the President, or a majority of the Executive Committee, and shall be called at any time upon the written request of a minimum of 10% of the Centre's voting members pursuant to section 102 of the **Companies Act**, New Brunswick.
- ii. Written notices of meetings of the Centre shall be given to each Centre member, by electronic mail (e-mail), which notices shall be forwarded not less than thirty (30) days before the date of the Annual General Meeting and not less than seven (7) days before the date of each Special General Meeting. Notice of any such member meetings shall also be posted on the Centre's website in accordance with the above notice timelines. All such notices shall state the business to come before the meetings and provide notice in writing of the wording of any special resolution to be considered other than normal business addressing election of directors/officers, approval of financial statements, appointment of auditor etc.
- iii. The accidental omission to give notice of a meeting to, or the nonreceipt of a notice by, any of the members entitled to receive notice does not automatically invalidate proceedings at that meeting.
- iv. A minimum of 15 Centre members present shall constitute a quorum at any General Meeting of the Centre.
- v. Resolutions shall be passed by a simple majority vote, except those amending the Centre's By-Laws as per paragraph 13 herein below.
- vi. The Order of Business for Annual General Meetings of the Centre shall be as

follows:

- A. Roll Call
- B. Reading of Minutes of Last Meeting
- C. President's Report
- D. Treasurer's Report
- E. Reports of Committees
- F. Appointment of Accountant
- G. Special Business of the Meeting
- H. Any Other Business of the Meeting
- I. Elections
- J. Adjournment

### **13. AMENDMENTS**

- i. Amendments to these Centre's By-Laws may be made by ballot vote at any Annual General Meeting or at any Special General Meeting of the Centre, provided that a copy of any proposed amendment has been filed with the Secretary of the Centre at least fourteen (14) days before such meeting. The Secretary shall forward a copy of all proposed amendments to each member of the Centre at least seven (7) days prior to such meeting.
- ii. A vote of two-thirds (2/3) of all valid ballots cast shall be necessary for the adoption of any amendment.

### **14. SIGNATURE AND EXECUTION OF DOCUMENTS**

- i. Contracts, documents or any instrument in writing requiring the signature of the company may be signed by any two of the President, Vice-president or Treasurer and all contracts, documents and instruments in writing so signed shall be binding on the Company without any further authorization or formality. The Board of Directors may from time to time by resolution appoint any other office or officers and/or director or directors on behalf of the company to sign specific contracts, documents or instruments in writing or to sign contracts, documents or insurance instruments in writing generally.

**ENACTED** by the Directors of the Centre on the \_\_\_\_ day of \_\_\_\_\_, 2019.

**RATIFIED AND CONFIRMED** by the Members of the Centre on the \_\_\_\_ day of \_\_\_\_\_, 2019.

**WITNESS** the Corporate Seal of the Centre.

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