

## TENNIS NWT

### BY-LAWS

#### Membership:

1. Tennis NWT has two classes of membership as follows:
  - (a) affiliate membership, comprised of those community tennis clubs recognized by the Board of Directors as affiliate members; and
  - (b) individual membership, comprised of
    - (i) all individual members of affiliate members; and
    - (ii) such other individuals as apply for membership and are accepted by the Board of Directors.

#### Section 2 (1) amended on November 20, 2019

2.
  - (1) For greater certainty, the Fort Smith Tennis Club, the Yellowknife Tennis Club and the Norman Wells Tennis Federation are deemed to be affiliate members on the coming into effect of these Bylaws.
  - (2) There is no membership fee for affiliate members.
  - (3) Affiliate members do not have voting rights at general meetings of Tennis NWT.
3.
  - (1) There is no membership fee for individual members referred to in subparagraph 1(b)(i).
  - (2) The Board of Directors may establish a reasonable membership fee for individual members referred to in subparagraph 1(b)(ii).
4.
  - (1) An affiliate member or an individual member may withdraw from membership in Tennis NWT by giving notice in writing to the Secretary.
  - (2) An individual member whose conduct is considered detrimental to Tennis NWT may be expelled by a resolution passed by a majority of the directors.
  - (3) An affiliate member whose conduct is considered detrimental to Tennis NWT may be expelled by special resolution at a general meeting.
  - (4) For greater certainty, individuals who are members of an affiliate member expelled under subsection 4(3) may apply for membership under subparagraph 1(b)(ii).

#### Meetings:

5. The annual general meeting of Tennis NWT shall be held no earlier than 31 days and no later than 90 days after the end of the fiscal year.
6.
  - (1) General and special general meetings of Tennis NWT shall be held at the call of the President.

- (2) A special general meeting of Tennis NWT shall be held if so requested by eight individual members of Tennis NWT.
7. Notice of any general meeting shall
  - (a) set forth the time, place and business to be transacted at the meeting;
  - (b) be given at least 14 days prior to the date set for the meeting;
  - (c) be effected by publication in one edition of News North or by email message sent to the individual members.
8. Eight individual members of Tennis NWT shall constitute a quorum for any general meeting.
9. Each individual member is entitled to one vote on any motion or resolution at a general meeting.
10.
  - (1) Voting at all general meetings of Tennis NWT, except for the election of Directors, shall be conducted by a show of hands unless a simple majority of members present require a ballot vote on any motion or resolution.
  - (2) The Directors shall be elected at each annual general meeting.

**Board of Directors:**

11. The Board of Directors is responsible for conducting the affairs of Tennis NWT in accordance with the objects, these Bylaws and any Rules made under these Bylaws.
12. A majority of the Directors constitute a quorum for a meeting of the Board of Directors.
13. Subject to section 31, Directors and other officers shall not receive any remuneration.
14. The term of office of Directors is one year.
15. The Directors may appoint a member to fill a vacancy on the Board of Directors.
16. The Directors have the power to remove a Director by resolution supported by two-thirds of the Directors present and voting.
17. The Directors have the power to appoint persons to hold designated offices, for example a volunteer coordinator and a tournament coordinator. These persons shall be responsible to the Directors and shall not hold the designated offices beyond the next annual general meeting.

18. (1) The Board of Directors consists of the following voting members:
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) the Past President, if he or she is willing to serve;
  - (f) Community Representatives, being the President of each Affiliate member or his or her designate.
- (2) Notwithstanding subsection (1), the individual members may by resolution made at an annual general meeting, elect not more than three additional Directors, and may assign duties to those Directors.
19. The President shall:
  - (a) chair all meetings of the Board of Directors and all general meetings of Tennis NWT;
  - (b) sign all documents of Tennis NWT that require his or her signature.
20. The Vice-President shall:
  - (a) assume the President's duties in his or her absence;
  - (b) assist the President in the discharge of his or her duties.
21. The Secretary shall:
  - (a) take charge of the seal and all files, documents and effects of Tennis NWT and make them available at any reasonable time for the inspection of any Director;
  - (b) record the minutes of meetings of the Board of Directors and general meetings of Tennis NWT, and make them available at any reasonable time for the inspection of any member;
  - (c) prepare correspondence required in the operation of Tennis NWT.
22. The Treasurer shall:
  - (a) serve as the financial officer of Tennis NWT;
  - (b) take charge of all financial books, documents, or files of Tennis NWT, and make them available at any reasonable time for the inspection of any Director;
  - (c) prepare, or arrange for the preparation of the financial statements of Tennis NWT, and present the statements at the annual general meeting.
23. The Past President shall:
  - (a) advise the President and the other Directors;
  - (b) supervise the election of Directors at the Annual General meeting.

24. Community Representatives shall:
- (a) inform the Board of Directors of the interests and concerns of Affiliate members;
  - (b) assist in the development and coordination of Tennis NWT programs in the communities.

### **Fiscal Year and Finances**

#### Section 25 amended at November 20, 2019

25. The fiscal year of Tennis NWT commences on October 1 in one year and ends on September 30 in the following year.
26. All cheques drawn against the funds of Tennis NWT must be signed by the Treasurer and by one other Director. All funds of Tennis NWT shall be deposited to its account in a chartered bank located in Yellowknife.
27. The Board of Directors is responsible for the effective operation of Tennis NWT and may, by resolution, authorize the borrowing of funds for this purpose. The Board of Directors may borrow funds for a capital expenditure on the authority of a resolution supported by two-thirds of the members present and voting at a general meeting.
28. The accounts of Tennis NWT shall not be audited unless the Board of Directors, by resolution, directs that the accounts shall be audited and appoints an auditor for that purpose.

### **Seal**

29. The Seal of Tennis NWT shall consist of the word "SEAL" in a circle formed by the words "TENNIS NWT". The Seal shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by authority of a resolution of the Board of Directors and in the presence of the Secretary and at least one other Director.

### **Distribution of Assets**

30. (1) Tennis NWT shall not distribute any part of its income to any of its individual members. For greater certainty this does not preclude the payment of reasonable salaries or employee benefits or other payments for services approved by the Board of Directors, and it does not preclude the reimbursement of reasonable out-of-pocket expenses.
- (2) On a winding-up of Tennis NWT, all remaining assets shall be distributed among affiliate members, provided that they are incorporated under the Societies Act, or to one or more Canadian charities registered pursuant to the *Income Tax Act*.

### **Alteration of Bylaws:**

31. These Bylaws may be amended by:
  - (a) a resolution of a majority of the individual members present and voting at an annual general meeting;
  - (b) an extraordinary resolution at a special general meeting;provided that a notice of the proposed amendment has been included in the notice of the general meeting 14 days in advance of the meeting.
32.
  - (1) The Board of Directors may make Rules respecting
    - (a) duties and responsibilities of coaches, players, and parents/guardians of junior players;
    - (b) discipline of individual members;
    - (c) any other matter related to the operation of Tennis NWT.
  - (2) A Rule made by the Board of Directors has effect only until the end of the next general meeting of Tennis NWT following the making of the Rule, unless the Rule is confirmed by a resolution at that general meeting.
33. Tennis NWT may make or amend any Rule at a general meeting, provided that a notice of the proposed Rule or the proposed amendment has been included in the notice of the meeting 14 days in advance of the meeting.