

NORTHWEST TERRITORIES TENNIS ASSOCIATION

BY-LAWS

ARTICLE A Definitions:

1. Terms have the following definitions in these by-laws:

- a) *Act* – the Northwest Territories *Societies Act*
- b) *Athlete* – means a person currently on a territorial team or national team, or who competes at the international level, or a person who is retired and was a member of a territorial team or national team or who competed at the international level, not more than nine years previously.
- c) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of Tennis NWT for a report to the Members at the next Annual General Meeting in accordance with the Act.
- d) *Constitution* – the instrument that incorporates Tennis NWT or that modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act.
- e) *Days* – days including weekends and holidays.
- f) *Extraordinary Resolution* – a resolution passed by a majority of not less than three-fourths of the Members who are entitled to vote at a general meeting of which notice specifying the intention to propose the resolution as an Extraordinary Resolution has been given in the manner provided by these bylaws.
- g) *Independent* – means that a Director or prospective Director has no fiduciary obligation to any body for tennis at the national or territorial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in tennis does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.

ARTICLE B Membership:

2. Tennis NWT has the following class of membership:
 - a) Club Member – an affiliated club in the Northwest Territories consisting of at least ten Registrants and meeting any other criteria as determined by the Board.
3. Terms of Membership
 - a) The Board of Directors may establish a reasonable membership fee for all categories of members.
 - b) A member may withdraw from membership in Tennis NWT by giving notice in writing to the Secretary.
 - c) A member whose conduct is considered detrimental to Tennis NWT may be expelled by ordinary resolution of the Board.
 - d) Unless otherwise determined by the Board (or designate), membership with Tennis NWT, begins on the date the Board (or designate) accepts the candidate's application and ends on a date common to all members (as determined by the Board, or designate) when the Member resigns or is terminated from membership.
 - e) All members of Tennis NWT shall have the right to take part in all Tennis NWT activities and use all facilities established by the Tennis NWT for the promotion of its purposes, subject to such regulations and the payment of such additional fees as the Directors may from time to time prescribe for specific activities.
 - f) As a condition for membership, a member must comply with Tennis NWT's Bylaws, policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with Tennis NWT's Bylaws, policies and procedures may result in discipline, or suspension or termination of membership.
 - g) Subject to these By-laws and other governing documents of Tennis NWT, any dispute arising out of the affairs of Tennis NWT between Members or between a Member or any entity or individual aggrieved who has for not more than six (6) months ceased to be a Member shall be decided by submitting the dispute, in writing, to the Board. There shall be no appeal process unless the By-laws or governing documents provide otherwise.
 - h) Membership in Tennis NWT is non-transferable.

ARTICLE C Meetings:

4. 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.
5. General and special general meetings of Tennis NWT shall be held at the call of the President.
6. A special general meeting of Tennis NWT shall be held if so requested by at least two Members.
7. Notice of any 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; and
 - c) be effected by email message sent to members.
8. Two Members of Tennis NWT shall constitute a quorum for any meeting.
9. At the annual general meeting, the Board shall provide the attendance record of Directors at meetings of the Board held since the previous annual general meeting.
10. Members shall have one (1) vote each.
11. Only Members with voting rights in good standing have a vote at meetings of the members.
12. 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.
13. The Members of Tennis NWT shall vote only on the election of directors, the appointment of the auditors, those matters on which Members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the Members.
14. The Directors shall be elected at each annual general meeting.
15. Within fourteen (14) days following the Annual General Meeting, Tennis NWT shall send its approved financial statements and an updated list of Directors and Officers (with their addresses and occupations) to the Registrar of Societies.

ARTICLE D Registrants:

16. A Registrant is an individual who is engaged in activities that are provided, sponsored, supported or sanctioned by a Club Member and may include, but are not limited to, recreational and competitive tennis players, members of territorial teams, coaches, officials, event organizers, administrators of Tennis NWT, administrators of Club Members, and volunteers who serve on executives, committees and boards of directors of Tennis NWT and Club Members. All School Program Participants are Registrants of Tennis NWT.
17. A Registrant is not a Member of Tennis NWT.
18. Unless otherwise determined by the Board, the registration term of Registrants begins on the date the Board accepts the Registrant's application for registration and ends on a date common to all Registrants (as determined by the Board, or designate) or when the Registrant resigns or is terminated from registration.
19. As a condition for participation, a Registrant (or the Registrant's parent/guardian, on behalf of the Registrant, if the Registrant is younger than 19 years old) must comply with Tennis NWT's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with Tennis NWT's policies and procedures may result in discipline or suspension of the Registrant or termination of the Registrant's registration.
20. A Registrant ceases to be a Registrant or may have their eligibility to participate in the activities of Tennis NWT restricted if:
 - a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant as described in these By-Laws and any applicable policy;
 - b) The Registrant resigns from Tennis NWT by giving written notice to the Tennis NWT 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 Tennis NWT by the deadline dates determined by the Board;
 - d) The Registrant fails to comply with Tennis NWT's registration policies or applicable policies and is disciplined, suspended or expelled, resigns, or has other restrictions or sanctions imposed in accordance with Tennis NWT's policies and regulations;
 - e) The Registrant's term of registration expires; or
 - f) Tennis NWT is liquidated.

ARTICLE E Board of Directors:

21. 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.
22. A majority of the Directors in office constitute a quorum for a meeting of the Board of Directors.
23. All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not prevent a Director or member of a committee from providing goods or services to Tennis NWT under contract or for purchase.
24. The term of office of Directors is two (2) years. Terms shall be staggered such that approximately one-half of the Director positions are elected each year.
25. The Directors may appoint an individual to fill a vacancy on the Board of Directors for the duration of the unexpired term of the vacant position.
26. The Directors have the power to remove a Director by resolution supported by two-thirds of the Directors present and voting.
27. 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.
28. The Board of Directors consists of the following voting members:
 - a) Athlete Director; and
 - b) Between three (3) and six (6) Directors-at-Large
29. Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution provided that:
 - a) The number of Director-at-Large positions is at least three (3) and no more than six (6); and
 - b) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director
30. To be eligible for nomination, election or appointment as a Director, an individual shall be 19 years of age or older, shall have the power under law to contract, shall not have

been declared incapable by a court in Canada or in another country, shall not have the status of a bankrupt, and shall not be currently serving as an employee or contractor of Tennis NWT. In addition, an Athlete Director must be an Athlete as defined in these By-laws.

31. Prior to the date for notice of an Annual General Meeting, the Nominations Committee shall circulate a formal call for nominations. The Nominations Committee shall maintain an active skills matrix of the current Board. The call for nominations will highlight that Tennis NWT intends to recruit Directors with skills that fill gaps in the matrix. The Nominations Committee will review the nominees for eligibility and may decide, at its discretion, to endorse any number of nominees. The list of nominees, along with the Nominations Committee's endorsements (if any) shall be distributed to the Members along with the notice of the annual general meeting.
32. In support of Director independence on the Board, at least 40% of the Board must be Independent, as defined. Should the Board consist of at least three (3) Directors who are not Independent, a non-Independent individual may not be nominated for election.
33. In advancement of gender balance for women and men on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall attempt to ensure that the Board is constituted in a manner such that no gender accounts for more than 60% or less than 40% of the total number of Directors. The Board shall create a report annually which sets out its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful, and any additional steps the Board will be taking towards this objective.
34. Directors will serve up to a maximum of nine (9) years except:
 - a) Directors serving at the time of the ratification of these By-laws who have exceeded the maximum term limit of nine (9) consecutive years will retain their position for the remainder of the term; and
 - b) An individual who serves as the President or who serves on the Board of Tennis Canada may serve an additional three (3) years.
35. Newly elected and returning Directors will undergo Board orientation, as developed by Tennis NWT.
36. The immediate Past President of Tennis NWT (or another Past President, at the discretion of the Board) may attend meetings of the Board of Directors in a non-voting capacity.
37. The Board is responsible for risk management, which includes ongoing identification of risks and annually measuring risk management and internal control systems.

ARTICLE F Officers:

38. The Officers of Tennis NWT shall be the President, Vice President, Secretary, Treasurer, and Past President (who is not a Director). The Officers, excluding the Past President, shall be elected for a one-year term by the Board from among the Directors at the first meeting of the Board following an annual general meeting.
39. An individual may only serve as President for a maximum of six (6) years.
40. The President shall:
 - a) chair all meetings of the Board of Directors and all general meetings of Tennis NWT;
 - b) oversee an annual Board review process; and
 - c) sign all documents of Tennis NWT that require their signature.
41. The Vice-President shall:
 - a) assume the President's duties in their absence; and
 - b) assist the President in the discharge of their duties.
42. 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; and
 - c) prepare correspondence required in the operation of Tennis NWT.
43. 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; and
 - c) prepare, or arrange for the preparation of the financial statements of Tennis NWT and present the statements at the annual general meeting.

44. The Past President shall:
- a) advise the President and the other Directors; and
 - b) supervise the election of Directors at the Annual General meeting.
45. The Board may retain the services of a senior staff person who, together with volunteers and staff, shall implement the Board's goals and objectives. The Board may delegate some or all its authority to senior staff (unless otherwise prohibited by the Act). The senior staff person may employ such persons as required to carry out the mission and work of Tennis NWT with the prior approval of the Board – but the senior staff person will be the sole liaison between the Board and staff. When discussing the business of Tennis NWT, the Board will not interact with any staff member other than the senior staff person.
46. No Director may become the senior staff person (or interim senior staff person) of Tennis NWT during their term as a Director or for twelve months thereafter. The Board shall develop a staff succession plan for the senior staff person.

ARTICLE G Fiscal Year and Finances

47. The fiscal year of Tennis NWT commences on October 1 in one year and ends on September 30 in the following year.
48. 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.
49. The Directors will approve financial statements (evidenced by signature of one or more Directors) of Tennis NWT of the most recent completed fiscal year of Tennis NWT and will present the financial statements at the Annual General Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual General Meeting. The Financial Statements will include:
- a) The financial statements, which include:
 - i. the assets and liabilities of Tennis NWT in the form of a balance sheet;
 - ii. the receipts and disbursements of Tennis NWT since the date of the previous financial statement; and
 - iii. any further information that the By-laws may require.
 - b) The auditor's report or review engagement (if any); and

- c) Any further information respecting the financial position of Tennis NWT.
50. The Board must review quarterly financial statements within 60 days of a quarter ending and must review annual financial statements within 90 days of year end.
 51. Tennis NWT will post annual financial statements on its website.
 52. 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 capital expenditure on the authority of a resolution supported by two-thirds of the members present and voting at a general meeting.
 53. 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.
 54. The necessary books and records of Tennis NWT required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and Board resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board. The books and records include, but are not limited to:
 - a) Tennis NWT's Constitution and By-laws;
 - b) The minutes of meetings of the Members and of any committee of Members;
 - c) The resolutions of the Members and of any committee of Members;
 - d) The minutes of meetings of the Directors or any committee of Directors;
 - e) The resolutions of the Directors and of any committee of Directors;
 - f) A register of Directors;
 - g) A register of Officers;
 - h) A register of Members; and
 - i) Account records adequate to enable the Directors to ascertain the financial position of Tennis NWT on a quarterly basis.

ARTICLE H Seal

55. 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.

ARTICLE I Committees:

56. Tennis NWT may appoint and disband committees, to carry out such duties and responsibilities as it may determine.
57. The Board shall determine the terms of reference, composition and chairs of all Committees, subject to these Bylaws.
58. Any Committee may consult with, and obtain advice from, such resources as it sees fit within the scope of its terms of reference.
59. The Board may delegate any, but not all, of its powers, duties and responsibilities to Committees.

ARTICLE J Administration

60. Tennis NWT may:
 - a) acquire and take any real and personal property by purchase, gift, devise or otherwise;
 - b) sell, exchange, mortgage, lease, license, improve and develop real or personal property; and
 - c) erect and maintain any necessary buildings.
61. The funds and property of Tennis NWT must be used and dealt with for its objects and in accordance with its By-laws.
62. Directors must receive, via the senior staff person (when appointed, or by the Treasurer), quarterly written certification of the following matters:
 - a) all required remittances be they for deductions at source, sales tax, or any other government remittances have been made
 - b) all other payments for which Directors are personally liable have been made
 - c) description of any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against Tennis NWT including a status update of each
 - d) confirmation that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that all premiums have been paid description of any material risk (financial or otherwise)

63. The Board shall ensure Members have access to the following documents:
- a) the Articles;
 - b) the By-laws;
 - c) Annual Financial Statements;
 - d) Minutes of meetings of Members;
 - e) the Board mandate;
 - f) terms of reference for all committees;
 - g) the annual report on Board diversity referred to in Section 33 of these By-laws;
 - h) all external policies enacted by the Board; and
 - i) any other document as may be required by these By-laws or the Act

ARTICLE K Distribution of Assets

64. Tennis NWT may be dissolved by Extraordinary Resolution of the Members and any assets, after all liabilities are paid, will be distributed to another charitable organization with the same or similar objects as Tennis NWT.
65. 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.
66. On a winding-up of Tennis NWT, all remaining assets shall be distributed among affiliate members, if they are incorporated under the Act, or to one or more Canadian charities registered pursuant to the *Income Tax Act*.

ARTICLE L Alteration of Bylaws:

67. These Bylaws may be amended by:
- a) An ordinary resolution of a majority of the members present and voting at an annual general meeting;
 - b) an extraordinary resolution at a special general meeting; or
 - c) 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. Amendments are effective from the date they are registered with the Registrar of Societies.

68. The Board of Directors may make Rules respecting:

- a) duties and responsibilities of Registrants and parents/guardians of junior players;
- b) discipline of members and Registrants; and
- c) any other matter related to the operation of Tennis NWT.