

Society Incorporation Number: S0006142



BC Registry Services

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Society

BYLAW ALTERATION

SOCIETIES ACT, section 17

Handwritten signature

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Victoria BC V8W 9V3

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Victoria BC V8W 3E6

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Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt,
Victoria BC V8W 9V3

A PRIMARY EMAIL ADDRESS

corporate@leighco.ca

ALTERNATE EMAIL ADDRESS

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B INCORPORATION NUMBER OR BUSINESS NUMBER OF SOCIETY

S0006142

C NAME OF SOCIETY

WEST VANCOUVER TENNIS CLUB

D DATE OF SPECIAL RESOLUTION ALTERING BYLAWS

YYYY/MM/DD

2021/09/28

Select if applicable [] Our society is altering a provision that either was a previously unalterable provision or is a reporting society provision.
(Only applicable if the society was incorporated prior to November 28, 2016).

E SUMMARY OF CHANGE(S) (Provide a short description of your bylaw amendment(s) in bullet form)

- All changes must be incorporated into your society's bylaws and uploaded as a new consolidated set of bylaws.
- Sections 3.05-3.06: the Board is responsible for disciplinary actions to members;
- Section 7.0: the composition of the Board will be 4 distinct officers and 5 directors;
- Section 8.02: limiting the Board's ability to borrow money to a maximum of \$75,000; and
- Modifications of capitalization and minor grammatical corrections to the Bylaws throughout.

F CERTIFICATION - I certify that I have relevant knowledge of the society, and that I am authorized to make this filing.

Note: It is an offence to make a false or misleading statement in respect of a material fact in a record submitted to the Corporate Registry for filing. See section 223 of the Societies Act.

NAME
Sandy Sutton

SIGNATURE
[X] [Handwritten Signature]

DATE SIGNED (YYYY MM DD)
2021/10/21

G DELIVERY METHOD - Choose one delivery method for receipt of the society's certified documents.

[X] Society Email [] Other Email Address

[] Pickup (Victoria only) Contact Person Telephone

[] By Mail to Registered Office Mailing Address

[] By Mail to another address. Please specify.

MAILING ADDRESS CITY PROV/STATE COUNTRY POSTAL CODE/ZIP CODE

WEST VANCOUVER TENNIS CLUB
(the “Society”)

Bylaws

1.0 Definitions:

- a) ““Societies Act” means the Societies Act of British Columbia;
- b) “annual general meeting” means a meeting of the “voting members” held once a year in accordance with these bylaws and the Societies Act of British Columbia;
- c) “special general meeting” means any meeting of voting members held in accordance with these bylaws and the Societies Act of British Columbia other than an annual general meeting;
- d) “Board” means the Board of Directors of the Society;
- e) “Club” means the West Vancouver Tennis Club;
- f) “Director” means a member of the Board of Directors;
- g) “Manager” means the person appointed by the Board pursuant to Bylaw 10.01;
- h) “adult” means a person 18 years of age or older;
- i) “ordinary resolution” means a resolution passed at an annual general or special general meeting by a simple majority of voting members present; and
- j) “special resolution” means a resolution passed at an annual general or special general meeting by a vote of not less than seventy five percent of the voting members present, for which not less than fourteen days notice of the intention to propose the resolution has been given.

2.0 Classes of Membership

2.01 There shall be the following categories of members:

- a) Voting Members: the following categories of members shall be entitled to vote at annual and special general meetings if in good standing:

- i) **Playing Member:** is an adult who has paid the entrance fee payable at the time of joining the Club and who has thereafter paid their annual dues. Playing members are entitled to enjoy all facilities of the Club;
 - ii) **Playing Members (couple):** is two playing members who reside together as spouses in a married or marriage-like relationship whether or not of the same gender. Both of the members that constitute a couple shall be entitled to a vote. Playing members (couple) are entitled to enjoy all facilities of the Club;
 - iii) **Playing Member (summer):** is a Playing member except that such members may use the facilities of the Club only during the six months designated by the Board as the “summer season”. This category of membership is closed to additional membership; and
 - iv) **Playing Member (winter):** is a Playing member except that such members may use the facilities of the Club only during the six months designated by the Board as the “winter season”. This category of membership is closed to additional membership.
- b) **Non-Voting Members:** The following categories of members shall NOT be entitled to vote at annual or special general meetings and must pay the fees prescribed by the Board for their category of membership.
- i) **Honourary Member:** is a distinguished person elected by the Board;
 - ii) **Junior Member:** is a person under the age of 18 years. A Junior member may use the facilities of the Club in accord with rules established by the Board for Junior Members;
 - iii) **Intermediate Member:** is a person 18 years but not yet 25 years. An Intermediate member may use the facilities of the Club in accordance with rules established by the Board for Intermediate members. On or before reaching the age of 25 years, an Intermediate Member who has been a Junior and/or Intermediate Member for at least 3 years may become a Playing Member by paying half the then prevailing entrance fee, payable in two equal annual payments, plus the annual dues for a Playing Member. Intermediates, who have been members for more than 10 years, shall be exempt from paying 50% of the Adult single entrance fee and will automatically transition to a full Playing Member at the age of 25, provided they begin paying the annual dues for a Playing Member.
 - iv) **Non-Resident Member:** is a Playing Member in good standing who resides outside the Metro Vancouver area and who applies in writing to the Manager for non-resident status. Non-resident status may not be for less than twelve (12) months and the member may book courts and play a maximum of eight (8) times during the year when returning to the West Vancouver Tennis Club for temporary visits. Non-resident status shall only be granted at the

discretion of the Manager with the approval of the Board. A non-resident member may resume full Playing Member status upon payment of the appropriate fees;

- v) Absentee Member is a Playing Member in good standing who applies in writing to the Manager for absentee status based on an inability to use the Club's recreational facilities due to illness, injury or other physical disability. Absentee membership shall not be granted for less than a period of twelve (12) months and shall only be granted at the discretion of the Manager with the approval of the Board. An Absentee Member may resume full Playing Member status upon payment of the appropriate fees.

3.0 Membership

- 3.01 An application for all classes of membership (except Honourary Membership) shall be submitted to the Manager using the Club's Application Form and with the fee established by the Board.
- 3.02 The Board shall have free, full and unfettered authority to limit the number of people admitted to each class of membership.
- 3.03 Any Member may resign their membership by written notice to the Manager accompanied by payment of all fees and other debts due the Club.
- 3.04 The Board may suspend, expel or impose disciplinary measures and sanctions to any member:
 - a) who has not paid their membership fees within the prescribed time;
 - b) who violates these bylaws;
 - c) who, after a warning in writing from the Manager or Board, fails to abide by good tennis conduct or otherwise engages in conduct deemed harmful or detrimental to the best interests of the Club.
- 3.05 All disciplinary notices will be delivered in writing by the Board, or by the Manager at the direction of the Board.
- 3.06 Any decision regarding membership or the imposition of disciplinary measures and sanctions taken by the Board may be appealed in person, or in writing, or by a representative, to the next meeting of the Board. Decisions of the Board remain in effect until successfully appealed.
- 3.07 The Board shall fix the entrance fee and the annual dues for all classes of membership together with the terms of payment. The Board may revise and amend the fees, dues and conditions of payment from time to time at their discretion.
- 3.08 The Manager may authorize a rebate of all or part of the aforementioned fees and dues in cases where the Manager judges this to be fair and appropriate.

4.0 General Meetings

- 4.01 A quorum at any annual general or special general meeting shall be the lesser of 10% of the voting membership of the Club or 25 voting members. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, must be terminated but in any other case, it must stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes of the appointed time, the members present shall constitute a quorum.
- 4.02 No business other than that for which notice has been given may be transacted at any annual general or special general meeting.
- 4.03 Every voting member shall be entitled to one vote and in the case of a tie vote, the motion is lost. The Chair does not have a second or casting vote. Voting by proxy shall be permitted so long as such proxy is valid only for the meeting for which the proxyholder is appointed, and only until such time as that meeting has been concluded. A permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment is void. Any proxy appointed must be appointed by the form of proxy attached to the notice of annual general or special general meeting, and such form of proxy must be returned to the Manager no later than 48 hours prior to the meeting. The form of proxy may be returned to the Manager by regular mail, courier, or by any other form of electronic transmission, and that proxy is returned by authentication as established by the Board.
- 4.04 Any annual general or special general meeting may be adjourned but no business may be transacted at any adjourned meeting other than business left unfinished at the original meeting. Notice of an adjourned meeting need not be given.
- 4.05 The Board shall designate the Chair for any annual general or special general meeting.
- 4.06 The accidental omission to give notice of an annual general or special general meeting to, or the non-receipt of a notice, by any voting member does not invalidate the proceedings of the general meeting provided a quorum as provided by these bylaws is present.
- 4.07 Roberts Rules of Order shall govern the conduct of annual general or special general meetings unless otherwise provided by these bylaws.

5.0 Annual General Meeting

- 5.01 The annual general meeting shall be held on such date each year as may be determined by the Board in accordance with the Societies Act. Such meeting to be held within 120 days of the Club's fiscal year end.

- 5.02 At least 28 days before the annual general meeting the Manager shall post on the Club notice board a notice of the time and place of the annual general meeting.
- 5.03 At least 21 days before the annual general meeting, any voting member who wishes to move a resolution at the annual general meeting, must provide a copy of the proposed resolution to the Manager.
- 5.04 At least 14 days before the annual general meeting, the Manager shall post on the Club notice board, the Financial Statements for the previous fiscal year, a list of people nominated for election to the Board and a statement of all business to be transacted.
- 5.05 At least 14 days before the annual general meeting, or special general meeting, the Manager shall mail or send by electronic transmission to each voting member, a notice of the time and place of the meeting with a form of proxy attached thereto, an agenda for the meeting, a list of people nominated for election to the Board, the text of any resolutions or amendments to be decided and such other information as the Board may direct.
- 5.06 A copy of the Financial Statements shall be mailed or sent by electronic transmission to voting members who so request.

6.0 Special General Meetings:

- 6.01 Every general meeting, other than the annual general meeting is a special general meeting.
- 6.02 The Board may convene a special general meeting as they see fit.
- 6.03 A special general meeting shall be convened upon a requisition signed by not less than 10% of the voting members.

7.0 Directors and Officers:

- 7.01 The Board shall consist of 9 members, 4 officers and 5 directors, each entitled to one vote.
- 7.02 The Board shall consist of 4 individuals as officers, which include: President, Vice President, Treasurer and the most recent Past President available.
- 7.03 If no election is required the Board slate of nominees may be appointed by a single motion to accept the slate as presented.
- 7.04 If an election is required, the officers, save the Past President, shall be elected by separate, secret ballot for each position. Directors shall be elected by way of a single ballot of nominees that allows each voter up to one vote for each position being filled.

In the event of a tie the winner will be chosen by a coin toss by the most immediate Past President available.

- 7.05 The officers and directors shall retire from office at each Annual General Meeting, following which, at the same Annual General Meeting, the new officers and directors are elected or re-elected.
- 7.06 The Board shall establish a Nominating Committee at least two months prior to the Annual General Meeting to be chaired by the most immediate Past President available and two additional voting members. The nominating Committee shall ensure that a summary of the nominating process shall be posted in the clubhouse and in the Club newsletter at least 45 days prior to the Annual General Meeting and shall ensure that nomination forms are available from the Manager. The Nominating Committee may nominate voting members for election to the officer and director positions.
- 7.07 Nominations for the officers and directors shall be submitted to the Manager in writing by the Nominating Committee or by two or more voting members, with the nominee's consent. Nominations by the Nomination Committee shall be submitted 30 days in advance of the Annual General Meeting and by any two members 21 days in advance of the Annual General Meeting. The manager shall post the nominations at the clubhouse upon receipt.
- 7.08 If prior to the Annual General Meeting, any person nominated by the Nominating Committee withdraws, then the Committee may nominate an alternate and notice will be posted.
- 7.09 If an officer or director ceases to hold office or an insufficient number of nominations are received, the Board may appoint a voting member to the vacant position.
- 7.10 No act or proceeding of the Board is invalid by reason of there being less than the prescribed number of officers or directors in office.
- 7.11 Officers and directors may be removed and replaced by special resolution of the members.
- 7.12 Officers and directors shall not be remunerated but may be reimbursed for expenses reasonably incurred.
- 7.13 An officer or director shall be deemed to have vacated their office when:
- a) they cease to be a voting member of the Club;
 - b) they fail, without reasonable cause, to attend three consecutive Board meetings;
 - or
 - c) they deliver their resignation to the President.
- 7.14 The Board shall meet at its discretion except that the Board must meet once every 60 days.

7.15 The quorum for a Board meeting shall be a majority of the Directors. In the event of an equality of votes, the motion is lost and there will be no second or casting vote.

7.16 A resolution signed or electronically approved by a majority of the members of the Board, provided a quorum of the Board is represented, is as valid as if passed at a meeting of the Board.

8.0 Powers of the Board

8.01 The Board may exercise all the powers and do all acts and things that the Club may lawfully exercise and do, subject to the Societies Act and these bylaws.

8.02 In order to carry out the purposes of the Club, the Board in the name of the Club, may borrow or raise or secure the payment of money in such manner and upon such terms as the Board thinks fit to a maximum of \$75,000, except no debenture shall be issued without a special resolution.

8.03 The Board shall not purchase or sell capital assets of the Club in excess of \$25,000 without a special resolution.

8.04 In addition to the Nomination Committee set out in section 7.07, the Board may establish such other committees as they deem appropriate. All committees except the Nomination Committee have authority only to the extent authority has been granted to the committee by the Board.

9.0 Officers

9.01 The President shall be the Chief Executive Officer of the Club and Chair of the Board.

9.02 The Vice President shall assume the duties of the President in the absence of the President.

9.03 The Treasurer shall:

a) ensure that the financial records of the Club including the books of account are maintained in accordance with generally accepted accounting standards and in accordance with the requirements of the Societies Act.

b) ensure the presentation to the annual general meeting of audited financial statements for the fiscal year just concluded.

c) ensure the presentation of a budget for the succeeding fiscal year for the approval of the Board.

d) provide monthly financial statements to the Board.

10.0 The Manager

10.01 The Board shall appoint a Manager who shall manage the Club on a day-to-day basis in accordance with: policies established by the Board, these bylaws, and the Societies Act.

10.02 The Manager shall carry out the duties assigned by the Board as set out in a Board approved job description.

10.03 In addition, the Manager shall carry out all the duties of Secretary as set out in the Societies Act, including:

- a) taking and maintaining custody of minutes of all annual general and special general meetings, Board and committee meetings; and
- b) maintaining a register of members.

10.04 The Manager shall ensure that all books of account shall be open for inspection by any voting member upon reasonable notice.

11.0 Visitors and Guests

11.01 Visitors: A Playing Member may sponsor an adult visitor who resides outside the Greater Vancouver Regional District for temporary playing privileges. The sponsoring member shall apply in writing to the Manager who shall have absolute discretion to grant and withdraw Visitor status. Payment of the Visitor fee established by the Board shall be paid in advance of exercising Visitor status.

11.02 Guests: A Playing Member may invite a guest to the Club in accord with the rules for guests established by the Board. In advance of play, the name of the guest must be entered in the guest book and the prescribed guest fee paid.

12.0 Seal

12.01 The Club seal shall be affixed only by resolution of the Board or pursuant to an ordinary or special resolution.

13.0 Audit

13.01 At each annual general meeting an auditor shall be appointed to report to the next annual general meeting with regard to the accuracy of the accounts and financial records of the Club.

14.0 Bylaws

14.01 These bylaws shall not be altered or added to except by special resolution.

15.0 Indemnity

15.01 Subject to the Societies Act, the Club shall indemnify the Manager and each Board member and former Board member, their heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by any of them, in respect of their bringing or defending legal proceedings in the name of the Club or in respect of any actions or proceedings of any kind whatsoever to which any of such persons is made a party by reason of being or having been the Manager or Board member, if such person:

- a) acted honestly and in good faith with the best interests of the Club, and
- b) had a reasonable belief that their conduct was lawful.