

TENNIS YUKON ASSOCIATION BYLAWS

PART 1

Interpretation

1.

(1)

In these bylaws, unless the context otherwise requires,

(a) “directors” means the director of the society for the time being;

(b) “Societies Act” means the Societies Act of the Yukon from time to time in force and all amendments;

(c) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;

(d) “registered address” of a member means the address as recorded in the register of members.

(2) The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

PART 2

Membership

[amended 2020] 2. The members of the society are those individuals who

(a) are the applicants for incorporations of the society;

(b) those persons who subsequently become members; and

(c) those persons who purchase an annual Tennis Yukon Association membership, and a membership term shall be annual, starting on May 1 of each year and ending on April 30 of each year.

[amended 2020] 3. An individual may apply to the directors for membership in the society and on acceptance by the directors shall be a member, but no person who satisfies the criteria for membership shall be denied membership, unless, by a majority vote of the directors, the individual is considered to be applying for membership for a purpose contrary to the mission and goals of Tennis Yukon Association.

4. Every member shall uphold the constitution and comply with these bylaws.

5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

6. An individual or corporation shall cease to be a member of the society

(a) by delivering a resignation in writing to the secretary or secretary-treasurer of the society or by mailing or delivering it to the address of the Society;

(b) on death or in the case of a corporation on dissolution;

(c) on being expelled; or

(d) on having been a member not in good standing for 12 consecutive months.

7.

(1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person or corporation who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

[amended 2020] 8. All members are in good standing except a member who has failed to pay a current annual membership fee at the time of the Annual General Meeting or any other subscription or debt due and owing to the society and the member is not in good standing so long as the debt remains unpaid, and all such members in good standing may vote at the Annual General Meeting and stand for a position on the Tennis Yukon Association Board.

PART 3
Meetings of Members

[amended 2020] 9. Annual General Meetings

- (1) The Directors shall call an Annual General Meeting, which shall be held after Tennis Yukon Association's fiscal year end and no later than the last day of its Anniversary Month.
- (2) The Board shall present the financial statements at the Annual General Meeting, in accordance with the Regulations.
- (3) If the Directors fail to convene the Annual General Meeting, any Member in good standing may call a Special General Meeting, in the same manner as the Directors ought to have called the Annual General Meeting, to be held at such time following the anniversary month as the Registrar may approve; and the Members present at the Special General Meeting shall choose one of their number as chairperson of the meeting.
- (4) At the Annual General Meeting, the following is "ordinary business":
 - (a) adoption of rules of order;
 - (b) presentation of the financial statements;
 - (c) report of the Directors;
 - (d) report of the Professional Accountant, if required;
 - (e) election of or appointment of Directors;
 - (f) appointment of the Professional Accountant, if required;
 - (g) business arising out of a report of the Directors that does not require the passing of a Special Resolution.
- (5) At an Annual General Meeting, "special business" is all business that is not ordinary business. Special business shall not be conducted unless notice has been given of the proposal to conduct that business at the Annual General Meeting. Decisions related to special business may be made by Ordinary Resolution, unless a Special Resolution is required by the Act of by these Bylaws.
- (6) The order of business at an Annual General Meeting is as follows:
 - (a) Select a chair, in accordance with these Bylaws;
 - (b) Determine if there is a quorum;
 - (c) Approve the agenda;
 - (d) Approve the minutes from the last Annual General Meeting;
 - (e) Deal with unfinished business from the last Annual General Meeting;
 - (f) Present the financial statements of Tennis Yukon Association for the previous fiscal year, and the Professional Accountant's report, if any;
 - (g) Receive any reports of Directors' activities and decisions since the previous Annual General Meeting;
 - (h) Elect or appoint Directors;
 - (i) Appoint a Professional Accountant, if required.
 - (j) Deal with new business, including any matters about which notice has been given to the Members in the notice of the meeting;
 - (k) Terminate the meeting.
- (7) A motion to adjourn the meeting is always in order at an Annual General Meeting.
- (8) Notice of an Annual General Meeting must be given to each Member shown on the Register of Members and to the Professional Accountant, if applicable, as follows:
 - (a) not less than 10 days before the scheduled date of the Annual General Meeting;
 - (b) where a Special Resolution is to be voted on, not less than 21 days before the scheduled date of the Annual General Meeting; and
 - (c) the notice must state:
 - (i) The place, day, and hour of the meeting;
 - (ii) The general nature of any special business to be transacted at the meeting;
 - (iii) Where a Special Resolution is to be voted on, the proposed text of the Special Resolution; and
 - (iv) Where proxy voting is permitted under these bylaws, the notice must remind the Members of their right to proxy voting.
- (9) The accidental omission to give notice of a meeting to, or the non-receipt by, any of the Members entitled to receive notice does not invalidate any action taken or the proceedings at the Annual General Meeting.
- (10) Quorum is,
 - (a) where the number of registered members is 15 or less, 3 members, or, where the number of registered members is 16 or more, at least 20% of the registered members.

- (b) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
 - (c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (d) A registered member who has filed a proxy not later than 24 hours prior to the general meeting shall count toward quorum.
 - (e) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the members present constitute a quorum.
- (11) A Member in good standing is entitled to vote at an Annual General Meeting may vote by in person or by proxy.
- (12) Proxy vote forms will be distributed with the notice to the members of the Annual General Meeting.
- (13) The following individual shall preside as chairperson of an Annual General Meeting:
- (a) the individual, if any, appointed by the Board to reside as chair;
 - (b) if the Directors have not appointed an individual to preside as chair or the individual appointed by the Directors is unable to preside as chair:
 - (i) the president;
 - (ii) the vice-president, if the president is unable to preside as chair;
 - (iii) if there is no individual entitled under these Bylaws who is able to preside as chair of the meeting after 30 minutes from the time set for the meeting, those Members present must elect a Member who is present at the meeting to reside as chair.
- (14) The chair may mover or propose a Resolution and may second a motion or Resolution proposed by another Member; and the chair shall have a vote. IN the case of an equality of votes, the chair shall not have a casting or second vote.
- (15) At any Annual General Meeting, every Resolution shall be passed by a majority of the votes cast, unless a Special Resolution is required by the Act or these Bylaws. In case of an equality of votes, the resolution will be lost. Votes shall be taken by a show of hands and by counting proxy votes. Based on the show of hands and proxy votes, the chair shall declare the Resolution carried or lost. Before a vote, the chair or any member may request a secret ballot and such secret ballot shall be taken in such matter as the chair of the meeting directs.
- (16) The chair may, with the majority consent of an Annual General Meeting, adjourn the meeting from time to time and from place to place and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of seven (7) days or more. 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.
- (17) The only persons entitled to attend an Annual General Meeting are the Members, the Directors, the Professional Accountant and such other persons who are entitled or required under any provision of the Act or the Constitution to be present at the Annual General Meeting. Any other person may be admitted only if invited by the chair of the meeting or by Resolution of the Members.
- (18) Subject to the Act, Annual General Meetings shall be held in the Yukon.
- (19) If Tennis Yukon Association chooses to make available telephonic or electronic attendance that permits all participants to communicate with each other during an Annual General Meeting, any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting, and may vote by such telephonic or electronic means as Tennis Yukon Association has made available for that purpose.
- (20) The Directors may determine that the Annual General Meeting shall be held entirely by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting, and may vote by such telephonic or electronic means as Tennis Yukon Association has made available for that purpose.

[amended 2020] 10. Special General Meetings

- (1) In addition to the Annual General Meeting, Tennis Yukon Association may hold Special General Meetings.
- (2) The Directors may call a Special General Meeting at any time.
- (3) The Directors must call a Special General Meeting if requested to do so in writing by not less than 20% of the Members eligible to vote at the meeting. If the Directors do not call a meeting with 21 days of receiving the request, any Member who signed the request may call the meeting in the same manner as the Directors ought to have called the special meeting.

- (4) At a Special General Meeting, “special business” is all business other than the adoption of the rules of order. Special business shall not be conducted unless notice has been given of the proposal to conduct that business at the Special General Meeting.
- (5) A motion to adjourn the meeting is always in order at an Special General Meeting.
- (6) Notice of an Special General Meeting must be given to each Member shown on the Register of Members and to the Professional Accountant, if applicable, as follows:
- (a) not less than 10 days before the scheduled date of the Special General Meeting;
 - (b) where a Special Resolution is to be voted on, not less than 21 days before the scheduled date of the Special General Meeting; and
 - (c) the notice must state:
 - (i) The place, day, and hour of the meeting;
 - (ii) The general nature of any special business to be transacted at the meeting;
 - (iii) Where a Special Resolution is to be voted on, the proposed text of the Special Resolution; and
 - (iv) Where proxy voting is permitted under these bylaws, the notice must remind the Members of their right to proxy voting.
- (9) The accidental omission to give notice of a meeting to, or the non-receipt by, any of the Members entitled to receive notice does not invalidate any action taken or the proceedings at the Special General Meeting.
- (10) Quorum is,
- (a) where the number of registered members is 15 or less, 3 members, or, where the number of registered members is 16 or more, at least 20% of the registered members.
 - (b) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
 - (c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (d) A registered member who has filed a proxy not later than 24 hours prior to the general meeting shall count toward quorum.
 - (e) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the members present constitute a quorum.
- (11) A Member in good standing is entitled to vote at an Special General Meeting may vote by in person or by proxy or electronically in the time between when Notice is provided by the Directors up to the Special General Meeting being called to order.
- (12) Proxy vote forms will be distributed with the notice to the members of the Special General Meeting.
- (13) The following individual shall preside as chairperson of an Special General Meeting:
- (a) the individual, if any, appointed by the Board to reside as chair;
 - (b) if the Directors have not appointed an individual to preside as chair or the individual appointed by the Directors is unable to preside as chair:
 - (i) the president;
 - (ii) the vice-president, if the president is unable to preside as chair;
 - (iii) if there is no individual entitled under these Bylaws who is able to preside as chair of the meeting after 30 minutes from the time set for the meeting, those Members present must elect a Member who is present at the meeting to reside as chair.
- (14) The chair may mover or propose a Resolution and may second a motion or Resolution proposed by another Member; and the chair shall have a vote. In the case of an equality of votes, the chair shall not have a casting or second vote.
- (15) At any Special General Meeting, every Resolution shall be passed by a majority of the votes cast, unless a Special Resolution is required by the Act or these Bylaws. In case of an equality of votes, the resolution will be lost. Votes shall be taken by a show of hands and by counting electronic votes and proxy votes. Based on the show of hands and electronic votes and proxy votes, the chair shall declare the Resolution carried or lost. Before a vote, the chair or any member may request a secret ballot and such secret ballot shall be taken in such matter as the chair of the meeting directs.
- (16) The chair may, with the majority consent of an Special General Meeting, adjourn the meeting from time to time and from place to place and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of seven (7) days or more. 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.

(17) The only persons entitled to attend an Special General Meeting are the Members, the Directors, the Professional Accountant and such other persons who are entitled or required under any provision of the Act or the Constitution to be present at the Special General Meeting. Any other person may be admitted only if invited by the chair of the meeting or by Resolution of the Members.

(18) Subject to the Act, Special General Meetings shall be held in the Yukon.

(19) If Tennis Yukon Association chooses to make available telephonic or electronic attendance that permits all participants to communicate with each other during an Special General Meeting, any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting, and may vote by such telephonic or electronic means as Tennis Yukon Association has made available for that purpose.

(20) The Directors may determine that the Special General Meeting shall be held entirely by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting, and may vote by such telephonic or electronic means as Tennis Yukon Association has made available for that purpose.

[Bylaw numbers 11-21 and “Part 4” hold space]

PART 5

Directors and Officers

[amended 2020] 22. The Members at an Annual General Meeting shall determine the fixed number of Directors from time to time. However, the Board shall at all times be composed of a minimum of three (3) Directors.

[amended 2020] 23. Any Member in good standing and of the age of majority and not bankrupt shall be eligible for nomination for election to the Board. The Directors shall be elected by the Members entitled to vote at an Annual General Meeting to hold office for a term commencing at the end of such Annual General Meeting and ending not later than the close of the next Annual General Meeting following the election. The Directors shall be elected by the Members in accordance with these Bylaws to the following Board offices:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Director-at-large.

The positions of secretary and treasurer may be combined. There may be as many director-at-large positions as the Members may determine according to these Bylaws.

[amended 2020] 24. The Directors may exercise all the powers and do all the acts and things that Tennis Yukon Association may exercise and do. Any decision of the Board shall be by Resolution, recorded and maintained with the records of Tennis Yukon Association.

[amended 2020] 25. The authority of the Directors is subject to:

- (a) all laws affecting Tennis Yukon Association;
- (b) These Bylaws; and
- (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Members at an Annual General Meeting. However, no rule made by the Members at an Annual General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

[amended 2020] 26. The Members may remove a Director before the expiration of the Director’s term of office by Special Resolution. The affected Director shall be provided notice of the proposed Special Resolution and shall be provided an opportunity to be heard. If the affected Director is removed by Special Resolution, the Members may elect a successor to complete the term of office or the vacancy may be filled by appointment by the remaining Directors.

[amended 2020] 27. The Directors may fill a vacancy on the Board at any time by appointing any Member in good standing as a Director. A Director so appointed ceases to hold office when a successor is elected at the next Annual

General Meeting of Tennis Yukon Association, but is eligible for re-election at that meeting. A vacancy on the Board does not impair the capacity of the remaining Directors to act.

[amended 2020] 28. No Director shall be remunerated for being or acting as a Director. Directors may be reimbursed for expenses necessarily and reasonably incurred by the Director while engaged in the affairs of Tennis Yukon Association as authorized by Resolution of the Board, or the Members at an Annual General Meeting.

[amended 2020] 29. The Directors may determine the place, time, business, and proceedings of their meetings. Any one Director may at any time convene a meeting of the Directors.

[amended 2020] 30. The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.

[amended 2020] 31. At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period. No notice of meeting need specify the purpose or the business to be transacted at the meeting.

[amended 2020] 32. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

[amended 2020] 33. If a majority of Directors consent, a meeting of the Board may be held by means of such telephonic or electronic means that permits all participants in the meeting to communicate with each other, and a Director participating in the meeting by that means shall be deemed to be present at the meeting.

[amended 2020] 34. A decision of the Board shall be made by a majority of votes. In the case of an equality of votes, the chair does not have a second or casting vote. No Resolution proposed at a meeting of Directors need be seconded and the chair may move or propose a Resolution. A Resolution in writing, signed by all the Directors or supported by electronic vote and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

[amended 2020] 35. The Directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done. Any committee member may be removed by Resolution of the Board. The members of a committee may meet and adjourn as they think proper.

[amended 2020] 36. Directors shall act at all times in the best interests of Tennis Yukon Association rather than in the interests of particular constituencies. This means putting the interests of Tennis Yukon Association ahead of any personal interest or the interest of any other person or entity. It also means performing the duties and transacting the affairs of Tennis Yukon Association in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of Tennis Yukon Association. A conflict of interest may be real, potential or perceived in nature. Full disclosure, in itself, does not remove a conflict of interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of Tennis Yukon Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

[amended 2020] 37. When the director has a continuing conflict of interest that cannot be reconciled or is failing in his/her fiduciary responsibilities, the other Directors may remove, whether for cause or without cause, the conflicted director of Tennis Yukon Association.

[“Part 6” hold space]

PART 7

Duties of Officers

38.

(1) The president shall, except where these by-laws provide otherwise, preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

39. The vice president shall carry out the duties of the president during the president’s absence.

40.

(1) Where the society has a secretary, the secretary shall

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the seal of the society; and

(f) maintain the register of members.

(2) Where the society has a treasurer, the treasurer shall

(a) keep the financial records, including books of accounts; and

(b) render financial statements to the directors, members and others when required.

(3) When the society has a secretary-treasurer, that person shall carry out the duties in both subsection (1) and (2).

41. In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

PART 8

Seal

42. The directors may adopt a seal for the society and substitute a new seal.

43. The seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the president and

(a) secretary-treasurer; or

(b) secretary

PART 9

Borrowing

44. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.

45. No debenture shall be issued unless authorized by a special resolution.

46. The members may by special resolution restrict the borrowing powers of the directors.

PART 10

Professional Accountant

47.

This part applies only where

- (a) the Societies Regulations requires the society to have a professional accountant, or
 - (b) the Society has resolved to appoint a professional accountant.
48. At each annual general meeting the society shall appoint a professional accountant.

49.

- (1) the directors shall appoint a professional accountant to serve until the first annual general meeting.
- (2) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.

50. A professional accountant may be removed by ordinary resolution.

51. No director and no employee of the society shall act as a professional accountant.

[“Part 11” hold space]

PART 12 DISSOLUTION

[amended 2020] 52. Tennis Yukon Association may surrender its certificate of incorporation by Special Resolution.

[amended 2020] 53. On dissolution of Tennis Yukon Association, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the Regulations, be distributed to one or more Yukon Societies as is determined by a Special Resolution, or, in the absence of such a Special Resolution, as determined by the Registrar.

[amended 2020] 54. In the event that a dispute or controversy among Members or Directors arising out of or related to these Bylaws is not resolved in private meetings between the parties, then, without prejudice to or in any other way derogating from the rights of the Members or Directors as set out in these Bylaws or the Act, and as an alternative to legal action, such dispute or controversy may be settled by a process as follows:

- (a) If the dispute or controversy does not involved the Board or any one or more of the Directors and does not relate to a decision made by the Board, the dispute or controversy shall first be submitted in writing to the Board for mediation, which mediation shall occur within six (6) months of such submission.
- (b) If the dispute or controversy does involved Board or any one or more Directors or relates to a decision made by the Board, the dispute or controversy shall first be submitted in writing to a panel of mediators consisting three Members who are not party to the dispute or controversy, for mediation, which mediation shall occur within six (6) months of such submission. Each of the parties shall appoint one Member of the panel, and the members so appointed joining appoint an additional Member to the panel. The mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (c) If the dispute or controversy has not been resolved by mediation, any party may refer the matter to the courts of the Yukon.

[Bylaw 55 hold space]

PART 13

Changing Bylaws

56.

- (1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
- (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
- (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
 - (a) state the identifying numbers of the articles to be deleted, if any; and
 - (b) the entire texts of the articles to be substituted or added.

PART 14

Other

57. On being admitted to membership, each member is entitled to and the society shall give to the member, without charge, a copy of the constitution and bylaws of the society.

58. Any member may examine the records of the society

- (a) during the 30 minutes prior to the commencement of business at any general meeting;
- (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
- (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.