

LAKESHORE TENNIS CLUB

Incorporated and Continued under the law of the Province of Saskatchewan pursuant to the Non-Profit Corporations Act, S.S. 1979, C. N-4.1 (hereinafter referred to as “the Act”)

BY-LAWS

By-Laws relating generally to the transaction of the business and affairs of **LAKESHORE TENNIS CLUB** (hereinafter referred to as “the Corporation”).

BE IT ENACTED as By-Laws of the Corporation as follows:

I. NAME

The name of the Corporation shall be “**LAKESHORE TENNIS CLUB**”.

II. OBJECTS

The objects of the Corporation are:

1. To provide tennis courts, a tennis club house, and other tennis and recreational facilities for the use of its members;
2. To promote and encourage an interest in the participation and development of the game of tennis in the City of Regina;
3. To provide tennis lessons, clinics, and other instructional means for the purpose of aiding interested persons in learning how to play and improve their skill in the game of tennis;
4. To foster, promote, and operate tournaments, or other like competitions, and to provide trophies and other prizes for competition;
5. To participate in and further, wherever reasonably applicable, the objects and activities of the Tennis Saskatchewan and the Tennis Canada, and any of its successor bodies;
6. To provide special programs for the development of tennis amongst its junior members and generally amongst the youth of the City of Regina;
7. To take over, continue, and expand the assets and operations of the Lakeshore Tennis Club, as registered under The Societies Act, as its successor in being;
8. To provide social, recreational, and refreshment facilities for its members and guests, in conjunction with the operation of the club.

III. HEAD OFFICE

The head office of the Corporation shall be in the City of Regina, in the Province of Saskatchewan, and at such address therein as the Directors of the Corporation may from time to time by resolution determine.

IV. MEMBERSHIP

1. Any person may become a member of the Corporation, which membership shall be renewable each year, subject to the following conditions:
 - a) Upon payment of the annual membership fee and making application for such membership;
 - b) Upon complying with the By-Laws and regulations of the Corporation and in particular in complying with reasonable standards of decorum and etiquette, as may be determined from time to time by the Directors of the Corporation;
 - c) The Executive shall have the right from time to time to limit the number of members in any one year, due to a lack of facilities to meet adequately all requests for membership;
 - d) (i) Any members, or members, whose conduct, at anytime, on or about the premises and facilities of the Lakeshore Tennis Club, is in violation of established rules of etiquette and decorum may be subject to:
 - a warning to cease and desist such conduct, and/or;
 - a day suspension of membership privileges, and/or;
 - a week suspension of membership privileges.Warnings, and/or, day and week suspensions may be applied immediately, for cause, by designated club employees, or any member of the disciplinary committee.

A suspended member may appeal their suspension, in writing, to the Disciplinary Committee who may uphold or rescind, such suspension by a majority vote of that committee. There shall be no appeal of this decision.

- (ii) A member may have their membership revoked for cause upon the recommendation of the Disciplinary Committee to the Directors, by a vote of three-quarters (3/4) of the Directors present at a regularly constituted meeting of the Board;
- (iii) Any revoked member may, within fifteen (15) days of receiving notice of such revocation, file with the secretary notice of intention to appeal the revocation of membership to the members at the next following meeting of the Corporation, and upon such notice of intention to appeal being filed, the revoked member shall have the right to appear personally, or by counsel, or agent, before such membership meeting, and of hearing the cause for revocation, and of adducing such evidence in support of the appeal as may be determined by the said meeting. The members of the Corporation by a majority vote shall have full power to affirm or rescind the revocation and there shall be no appeal from the decision of the members of such meeting. In all proceedings had and taken under this paragraph, those charged with the duty of determining whether a membership should be revoked shall act fairly and reasonably, and in accordance with the principles of natural justice.

2. Membership Fees

- a) The annual membership fee shall accompany the member or proposed members application, or shall be paid within a specified period thereafter, to be designated by the Directors from time to time, and such annual fee shall be determined each year by the Directors prior to the commencement of the season's activities;
- b) The Directors shall be empowered to make such rules and regulations and to fix such playing fee rates, as they may determine from time to time, to enable non-members of the public to play tennis and to use the incidental facilities of the club, and upon compliance being made with such rules and regulations, and upon payment of such playing fee, such non-members shall be permitted to play and use the said incidental facilities subject to playing space and said facilities being then available, after meeting the normal requirements of the members.

V. MEETINGS

1. Annual Meetings

Subject to the provisions of the Act, the Annual Meeting of the members shall be held at such time and on such day in each year as the Board of Directors may from time to time by resolutions determine for the purpose of:

- a) Receiving and considering the report of the auditors, the annual financial statements, the committee reports, and such other reports and statements as are required by the Act to be read at and laid before the members at an annual meeting.
- b) Appointing an auditor for the ensuing year and authorizing the Board of Directors to fix his/her remuneration unless a resolution to not appoint an auditor has been passed at The Annual General Meeting (AGM).
- c) Electing Directors as necessary for the ensuing year.
- d) Sanctioning and confirming the enactment, repeal, amendment or reenactment of any By-Law requiring such sanction or confirmation.
- e) Transacting such other business as may properly be brought before the meeting.
- f) Considering and deciding any resolution which may be duly submitted to the meeting as hereinafter provided:

Any member desirous of moving any resolution at the annual general meeting (other than a resolution normally made in the usual course of general meeting business, and the determination as to whether such proposed resolution is or is not one normally made at such meeting shall be left in the sole discretion of the President), shall give notice thereof in writing to the Secretary not less than two (2) weeks before the date of such meeting; provided, however, that a member, at the time of the annual general meeting, may request the waiver of such notice and upon a majority vote of those members present consenting to such waiver, the member may thereupon submit such resolution to the meeting.

2. Special Meetings

The Board of Directors shall have the power to call a special general meeting of the members of the Corporation at any time for any special purpose, and they shall do so forthwith upon the requisition in writing of any ten (10) members stating the purposes for which the meeting is required. Notice of such special meeting shall be given in writing to members of the Corporation mailed at least twenty-one (21) days prior to the date affixed for such meeting.

3. Place of Meetings

Meetings of the members shall be held at such place at the City of Regina, in the Province of Saskatchewan, or elsewhere as the Board of Directors may from time to time determine.

4. Notices

a) A notice stating the day, hour and place for holding any meeting of members, the general nature of the business to be transacted, and the text of any special resolution to be submitted to the meeting, shall be mailed or delivered by the Secretary to:

- i) Each member entitled to vote at the meeting;
- ii) Each Director; and
- iii) The auditor of the Corporation, not less than twenty-one (21) days or more than fifty (50) days before the date of the meeting, to the last address shown on the records of the Corporation.

b) Notice of the time and place of holding any meeting of members need not be given:

- i) To persons who are not registered on the records of the Corporation on the record date fixed under Section 5 of this By-Law; or
- ii) If all the members of the Corporation entitled to vote at the meeting waive notice of the meeting in accordance with the Act.

5. Record Date for Members Meeting

The Board of Directors of the Corporation may, by resolution, fix a record date for determining the members who will be entitled to receive notice of a meeting of members, which record date shall not be more than fifty (50) days or less than twenty-one (21) days, before the date of the meeting of members. If no record date is fixed, the provisions of the Act shall apply.

6. Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members, Director or Directors, or auditor of the Corporation, shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

7. Chairman

The President or, in his absence, the Vice-President of the Corporation, shall be the Chairman of any meeting of members and, if neither of the said officers be present within fifteen (15) minutes from the time fixed for holding the meeting or be willing to act as Chairman, the members present in person or by proxy and entitled to vote shall choose one of the Directors present in person to be Chairman and, if no such Director is present or if all the Directors present are unwilling to act as Chairman, then such members shall choose one of the members present in person to be Chairman. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be a member, to act as Secretary of the meeting.

8. Persons Entitled to be Present

The only persons entitled to attend the meeting of members shall be those entitled to vote there at and the auditor of the Corporation and others who, although not entitled to vote, are entitled under the provisions of the Act or any other provision of the By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

9. Quorum
Twenty (20) members shall constitute a quorum at any meeting of members. No business shall be transacted at a meeting unless the requisite quorum shall be present at the commencement of such business.
10. Proxies
A member entitled to vote at any meeting of members may vote either in person or by proxy duly and sufficiently appointed by an instrument in writing. The proxy need not be a member. An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing.
11. Votes
At any meeting of members all questions posed for the consideration of the members shall, unless otherwise required by the Act, be determined by the majority of the votes duly cast on the questions. Each member in good standing shall be entitled to one vote. The Chairman presiding at any such meeting shall not be entitled to a second or casting vote in the case of an equality of votes either upon a show of hands or upon a poll.
12. Show of Hands
At any meeting of members all questions shall be decided in the first instance by a show of hands. Upon a show of hands, every person who is present and entitled to vote shall have one vote. After a show of hands the Chairman may require or any member present in person or represented by proxy and entitled to vote may demand a poll. Unless a poll be so required or demanded, a Declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
13. Poll
If a poll be required by the Chairman of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct.
14. Resolutions
Notwithstanding anything to the contrary in these By-Laws, a resolution assented to and adopted in writing under the hands of all the members entitled to vote thereon, though not passed at a meeting of members, shall be of the same force and effect as if it had been duly passed at a meeting of members duly convened, except in those cases where by law the convocation of the members at a meeting is required, and no previous notice for convening of any meeting of members for the purpose of passing such resolution shall in such case be deemed to have been necessary and a member may signify his assent to such resolution in writing under his hand or by telegram or by cable.
15. Adjournment
The Chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place, and so long as the meeting is adjourned for less than thirty (30) days no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting. 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 in accordance with the notice calling the same.

VI. DIRECTORS AND OFFICERS

Board of Directors

1. The affairs of the Corporation shall be managed by a Board of Directors. For the purposes of simplicity, the designation, "Directors", "Board", or "Executive", shall for all intents and purposes be synonymous in meaning. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate the meetings as they may determine.

Until changed in accordance with the Act, the number of Directors of the Corporation shall not be less than seven (7) and not more than fifteen (15). The Directors may, by resolution, from time to time fix the quorum for meetings of Directors, but, until so fixed, five (5) Directors in office shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the continuing Directors may exercise all the powers of the Board of Directors so long as a quorum of the Board remains in office.

2. Term of Office

Directors shall be elected to hold office for a term of two (2) years. All present existing Directors of the Lakeshore Tennis Club shall continue to hold office in the Corporation for the remainder of each of their unexpired terms. Elections of the Board of Directors shall be conducted at the annual general meeting of the members or at a special meeting called for that purpose. If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

The immediate past President shall be a Director ex-officio for a period of one (1) year following his or her term of office.

A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected, unless such meeting was called for the purpose of removing him from office as a Director, in which case the Director so removed shall vacate office forthwith upon the passing of the resolution for his removal.

3. Removal of Directors

Any Director may at any time be removed from office with or without cause by an ordinary resolution passed at a special meeting of the members called for that purpose. In case a Director shall be removed from office by the members at a general meeting as hereby authorized, a Director to fill the vacancy so caused may be elected at such meeting and the person so elected shall hold office, subject to the terms of this clause, for the remainder of the term of office of the Director so removed. The Directors shall have the power to terminate and vacate the office of any Director or Committee Chairman who fails to attend three (3) consecutive meetings of the Board or Committee and who has not provided to the Secretary satisfactory written explanation for such absence.

4. Vacation of Office

The office of the Director shall be vacated:

- a) If he dies or if by notice in writing to the Corporation he resigns his office.
- b) If he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent.
- c) If he is found to be a mental incompetent person or becomes of unsound mind.

5. Vacancies

Vacancies in the Board of Directors may be filled either by the remaining Directors if constituting a quorum or by the members at a general meeting of the members called for the purpose; otherwise such vacancies shall be filled at the next annual meeting of the members at which Directors for the ensuing year are elected.

6. Validity of Acts of Directors

All acts done by any meeting of the Board of Directors or of a committee of the Board of Directors or by any person or persons acting as a Director shall, notwithstanding that it afterwards be discovered that there was some defect in the election or appointment of any such Directors, or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

7. Nomination and Election of Officers

The nominating committee, consisting of the President and Vice-President, shall, at the annual meeting held each year, present at its report, a slate of persons who will stand as nominees for the offices of President and Vice-President, and for the positions of Committee Representatives. The committee will ascertain in all cases that the nominees are willing to stand for election. A vote in favour of each candidate, by a majority of the members present, shall constitute the election of such candidate to the Board. Any member may nominate additional candidates for the office of Director from the floor in the course of the annual meeting. Where more than one candidate is nominated the election shall be by secret ballot and the candidate receiving the greatest number of votes of the members present at such meeting shall be declared elected. Each member in good standing shall be entitled to one vote. In case of a tie, the President shall have the casting vote.

8. Appointment of Other Officers

As soon as conveniently possible in each year following the annual general meeting of the Corporation, the President shall make the following appointments:

- a) A secretary, a treasurer, or a secretary-treasurer, to serve for a term of one (1) year, at a remuneration to be fixed and determined by the Directors.
 - Neither the secretary, treasurer, secretary-treasurer, shall have the right to vote on any questions presented to a vote at any meeting of the corporation.

9. Delegation of Powers

The Directors may delegate any of their powers to any committee or committees of the Directors and such committee shall determine its own procedure subject to the terms of delegation.

10. Committees

A. Management Committees

At the first meeting after each annual meeting, the board shall appoint from its own members the following management committees for the ensuing year:

- a) Executive Committee
 - To administer the day-to-day activities of the corporation.
 - To arrange for the hiring of staff.

This committee shall consist of the president, vice-president, treasurer and secretary or secretary-treasurer.

- b) Discipline (disciplinary) Committee
 - To formulate guidelines and to supervise enforcement of same with respect to maintaining reasonable decorum and etiquette of the club.

The committee shall consist of the president, vice-president and one (1) member of the corporation appointed by the president.

- c) Membership Committee
 - To recommend the membership fee structure and to ensure the membership applications and fees are processed.

This committee shall consist of the treasurer and secretary or the secretary-treasurer.

B. Standing Committees

As soon as conveniently possible in each year following the annual general meeting of such members, the President may establish the following standing committees. From time to time other such standing committees may be established:-

- a) Programming Committee:
 - To work with the club pro in establishing and promoting all tennis programs, including leagues, mixers, camps and clinics for all ages and playing levels.
- b) Social Committee:
 - To plan, promote and manage all social functions of the Club.
- c) Facilities Committee:
 - To ensure that the courts are in suitable condition for play.
 - To maintain and keep in proper condition all equipment of the Corporation.
 - To replace any defective equipment with new equipment as and when same may be required.
 - To have the general supervision of the arrangement, furnishings, maintenance and the operation of the clubhouse premises.
- d) Tournament Committee:
 - To arrange for all of the Corporation's tournaments, all inter-club matches and to select players for such matches or games.
 - To encourage players to compete in tournaments.
 - To encourage inter-club challenges.
- e) Communications Committee:
 - To ensure all members are kept abreast of club activities.
 - To arrange and publish one or more club newsletters.
 - To manage and keep up-to-date the club's web page.
 - To ensure the club's notice board is kept current.
- f) Promotions Committee:
 - To advertise the club and its programs.
 - To arrange for club merchandise.
- g) Sponsorships Committee:
 - To procure sponsorship for club programs, tournaments, and/or other club related activities.

Each standing committee will be chaired by one director appointed by the president.
The president shall be an ex officio member of each standing committees.

11. Powers of Directors

The Directors shall have the power to delete or appoint any additional committees that may be required from time to time.

The Directors shall in each year engage the services of one or more managers, together with such additional assistants as may be required, whose duties shall be determined from time to time by the Directors, and shall include amongst other things:

- a) To administer the day-to-day activities of the Corporation, and to collect and process the membership applications and fees.
- b) To provide tennis and other recreational instructions.
- c) To operate an equipment or pro shop for the sale of tennis and other related equipment and for the repair of same. The remuneration to be paid to such manager and assistants, if any, shall be determined from time to time by the Directors.
- d) The said manager so appointed, together with the assistants, shall attend all meetings of the Corporation when requested to do so, and shall make such reports to the Directors and to the general membership as may be required.
- e) Neither the manager, the club pro, or assistants, shall have the right to vote on any questions presented to a vote at any meeting of the Corporation.
- f) The Manager and/or the assistants shall have the authority to enforce rules and regulations governing the use of the courts.

VII. SUBMISSION OF CONTRACT OR TRANSACTIONS FOR APPROVAL

The Board of Directors in their discretion may submit any contract, act or transaction for approval or ratification at any annual or special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or any other By-Law) shall be valid and as binding upon the Corporation and upon the members as though it had been approved or ratified by every member of the Corporation.

VIII. INTEREST OF DIRECTORS IN CONTRACT

No Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

It shall be the duty, however, of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or for both contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.

IX. PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or default of any other Director or Officer or employee or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person with whom any of the monies, securities, or efforts of the Corporation shall be deposited, or for any loss occasioned by error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty or his own wrongful and willful act, neglect or default. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors.

X. INDEMNITY OF DIRECTORS AND OFFICERS

Every Director and Officer of the Corporation and his heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commences or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done or permitted by him or about the execution of the duties of his office; and
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Corporation;
- except such costs, charges or expenses as are occasioned by his own willful neglect or default.

XI. BANKING ARRANGEMENTS AND EXECUTION OF INSTRUMENTS

1. Banking Arrangements

The banking business of the Corporation, or any part thereof shall be transacted with such Banks, trust company, credit union, or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

2. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations or other instruments in writing requiring the signature of the Corporation shall be executed on the Corporations' behalf by such two or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution.

XII. FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of August in each year, or on such other date as may be determined from time to time by the Directors.

XIII. BORROWING

If at any time the members in general meeting shall pass a resolution authorizing the Directors to borrow money, the Directors shall thereupon be empowered to borrow for the purposes of the Corporation, such amount of money either at one time or from time to time and at such rates of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Directors shall make all such dispositions of the Corporation's property or any part thereof and enter into such agreements in relations thereto as the Directors may deem proper for giving security for such loans and interest. All members of the Corporation, whether voting on such resolution or not, and all persons becoming members of the Corporation after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution. Provided, however, that no debentures shall be issued by the Directors without the sanction of a special resolution of the members passed by at least three-fourths (3/4) of the votes cast at a general meeting of the members of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been given.

XIV. AMENDMENTS

By-Laws of the Corporation may be amended by a vote of three-fourths (3/4) of those members present at the general meeting of the Corporation, who are members in good standing and entitled to vote there at. Any proposed amendment to the By-Laws shall be set out in writing and delivered by prepaid ordinary post to all members, together with notice of the meeting at which such amendment is to be considered, such notice to be given not less than twenty-one (21) days prior to the meeting at which such amendment is to be considered.

XV. WINDING UP

Subject to the provisions of the Act, upon dissolution of the Corporation, property and assets shall, after payment of all liabilities, be donated for such recreational, athletic, charitable, benevolent or educational purposes, as may be determined by the Corporation at a general meeting.

RATIFIED AND APPROVED by the general membership at a special meeting convened at the City of Regina, in the Province of Saskatchewan, on the 2nd day of May, A.D. 1982.

AMENDED by the general membership at the Annual General Meeting, 16 September, A.D. 2000.

AMENDED by the general membership at a special meeting of the membership, Saturday, 18 August, A.D. 2012.