

# CLUB DE TENNIS MONKLAND MONKLAND TENNIS CLUB



## CONSTITUTION

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## **BY-LAW ONE – INTRODUCTION**

### **1 - NAME**

The corporate name of the corporation is Le Club de Tennis Monkland/The Monkland Tennis Club (hereinafter referred to as the "Club").

### **2 - OBJECTIVES**

The objectives of the Club, in accordance with its mission statement, are to organize, promote and manage a tennis club, as well as athletic and social activities, for the recreation and well-being of its members.

### **3 - CLUB COLOURS**

The Club colours shall be Pantone Blue-072 and white.

### **4 - INTERPRETATION**

- (a) Words designating the singular include the plural and vice-versa; words designating the masculine gender include the feminine gender and vice-versa; words importing persons include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of individuals as the context may require.
- (b) The headings used in these by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **BY-LAW TWO - ADMINISTRATION**

### **1 - TERM OF OFFICE OF DIRECTORS**

- (a) The administration of the Club is carried out by a Board of Directors ("the Board") composed of a minimum of nine and a maximum of eleven senior playing members in good standing of the Club. Only senior playing members may serve as directors.
- (b) Directors are elected for a first two-year term according to the procedures described in Article 12 of this by-law. They may be re-elected according to the same procedures for one or several additional terms of one or two years.

- (c) Directors remain in office until their successors have taken office, except in the case of resignation or removal.
- (d) The term of a director elected according the procedures described in Article 12 of this by-law begins at the end of the Annual General Meeting (the "AGM").
- (e) Any director who misses three consecutive meetings of the Board during any year of his term of office without leave of absence having been granted by the Board is automatically released from his position as director as of the date of his third absence. He ceases to serve in any capacity on the Board or on the Executive Committee, as the case may be.
- (f) In the event of a vacancy occurring on the Board through death, resignation, or removal from office, the remaining directors, even if less than a quorum, may appoint an eligible member of the Club to fill the vacancy until the next AGM or for the balance of the term of the director being replaced. If such an appointment extends beyond the next AGM, it will continue in effect only if ratified by the members at that AGM.
- (g) Directors serve in a voluntary capacity without remuneration.

## 2 - POWERS AND DUTIES OF DIRECTORS

- (a) The Board has the responsibility to establish a statement of the Club's mission and to ensure that it sets policies and takes decisions that are consistent with that mission. It shall enforce the preservation of order and compliance with the constitution, by-laws and rules of the Club, as well as any other applicable regulation.
- (b) The Board must take all necessary measures to provide to the members the courts, equipment and facilities required to fulfil this mission.
- (c) The Board has full management and control of all property, effects and assets of the Club. It makes or authorizes all necessary contracts and purchases.
- (d) Without prejudice to the general powers above mentioned, the Board has the following powers, namely:
  - (i) to borrow money upon the credit of the Club up to a maximum of \$50,000 and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise, provided that any monies borrowed shall be used exclusively in the interests of the Club;

- (ii) to issue debentures or other securities of the Club to evidence or secure any money borrowed or to be borrowed or any obligation or liability of the Club present or future;
  - (iii) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
  - (iv) to hypothecate, charge, pledge, or give security on, in any manner whatsoever, any of the movable property belonging to the Club, as well as the business and rights of the Club present or future, in order to secure any debentures or other securities of the Club present or future, or any money borrowed or to be borrowed or any obligation or liability of the Club present or future;
  - (v) to delegate executing authority for any of the foregoing powers to such officer(s) or director(s) as the Board may designate and to such extent and in such manner as the Board may determine.
- (e) The Board may, by resolution,
- (i) set initiation fees, annual dues, special assessments and other charges for any or all categories of membership and may modify them from time to time as it sees fit;
  - (ii) fix, from time to time, the annual or occasional charges to be paid for each use of any equipment or facilities by members or visitors;
  - (iii) reduce annual fees during the season in order to recruit new members, if appropriate.
- (f) The Board may adopt rules and regulations to ensure the smooth operation of all types of Club activities, and, without limiting the preceding, so as to
- (i) change categories of membership or create new ones, except for the two categories described in Article 2 of By-Law Five;
  - (ii) specify the rights and privileges of each category of membership and modify them, except for the categories described in Article 2 of By-Law Five;
  - (iii) establish the terms of payment for all fees and charges which it sets;
  - (iv) determine the hours and conditions for the use of Club facilities,

including court reservation procedures, and establish rules which may differ according to categories of membership;

- (v) establish eligibility criteria for guests, require them to abide by the Club's rules and regulations and make members responsible for seeing that their guests respect these rules and regulations;
  - (vi) establish rules of etiquette and a code of ethics;
  - (vii) establish a dress code;
  - (viii) establish the criteria for eligibility and participation of members in various Club activities, including the tournaments;
  - (ix) establish an awards program for the winners and finalists of certain Club tournaments as well as for members who have earned a national or provincial ranking during the previous year, according to the criteria it decides.
- (g) The rules and regulations adopted by the Board are valid as of the date on which they are approved and remain in force until they are ratified at the next AGM. If they are not ratified at that meeting, they cease to be in force as of that date.
- (h) The President or the Treasurer must present to the AGM of the Club the report of the independent external accountants ("the Accountants") for the last fiscal year. Such statements may be prepared and presented in the form determined by the Accountants and must bear the signatures of the Accountants, the President and the Treasurer.
- (i) At the AGM of the Club, the President must make a general report of the Board's activities for the last year, including a comprehensive report of its substantial decisions.
- (j) Notwithstanding paragraph (i), the Board must publicize throughout the year its substantial decisions.

### 3 - APPOINTMENT OF THE EXECUTIVE COMMITTEE

The Executive Committee is composed of four directors including the three officers of the club: the President, the Secretary and the Treasurer. The officers and the fourth member of the Executive Committee are appointed by the Board from among the directors during the suspension of the AGM or at its first meeting not later than two weeks thereafter

#### 4 - DUTIES OF OFFICERS

- a) The President holds the highest office in the Club and is, therefore, its principal spokesperson. He is the executive officer of the Board. He presides over the general meetings, board meetings and executive committee meetings, unless the Board decides otherwise in a particular case. He signs all documents requiring his signature, oversees the Club's activities, is an ex-officio member of all committees, except the Nominating Committee, and exercises all other powers assigned to him by the Board.
- (b) The Treasurer supervises the financial affairs of the Club and is responsible for the preparation of the Club's financial statements and budget and the presentation of same at the AGM. He arranges for the deposit of all monies and other securities belonging to the Club in the financial institution(s) chosen by the Board. He oversees the Club's bookkeeping and manages the Club's funds in accordance with the Club's regulations and policies. He monitors the revenues and expenditures of the Club and makes periodic detailed reports to the Board. He ensures the timely payment of all required bills, fees and taxes and maintains appropriate insurance coverage. He signs all documents requiring his signature and exercises all other powers assigned to him by the Board.
- (c) The Secretary prepares, as directed, all notices of and agendas for meetings of the Board and the general meetings of the members. He prepares and keeps the minutes of all meetings of the Board, the Executive Committee and general meetings of the members. He ensures the safekeeping of all records required by the Quebec Companies Act. He is responsible for keeping the Club's archives up to date. He signs all documents requiring his signature and exercises all other powers assigned to him by the Board.
- (d) In the absence of the President, the Treasurer acts in his place. If the Treasurer is absent as well, the Secretary takes the President's place. If neither is present at a meeting, a chairman is elected by open vote of the directors present.

#### 5 - EXECUTIVE COMMITTEE MEETINGS

- (a) Three members of the Executive Committee form a quorum for the transaction of business.
- (b) The Executive Committee is empowered to take action on all matters necessitating urgent attention, but such action is subject to ratification and confirmation by the Board. All questions submitted to the Executive Committee are decided by a majority vote.



## 6 - DIRECTORS' MEETINGS

- (a) The Board holds at least one meeting per month in the clubhouse, or at any other place it may so desire and on such day and hour as may be decided.
- (b) Additional meetings of the Board can be called by the President, or at the request of any two directors.
- (c) Notice of the calling of such meeting must be transmitted by the secretary by mail, telephone or internet, at least two (2) business days prior to such meeting.
- (d) The failure to notify any director of such meeting does not invalidate the proceedings of the meeting provided all directors are present or those who are not present have waived notice of the meeting either before or after such meeting is held.
- (e) A quorum consists of a simple majority of the directors in office.
- (f) All questions submitted to the Board are settled by a majority vote of those present. All directors, including the chairman, have only one vote.
- (g) Any one or more directors may participate in a meeting of directors by telephone or other communication facility which permits all persons participating in the meeting to hear each other. A director participating in such a meeting by such means shall be deemed to be present at the meeting.
- (h) The Board of Directors meets without notice during a suspension of the AGM of the Club for the purpose of electing officers.
- (i) A written resolution signed by all directors is valid and has the same effect as if it had been passed during a Board meeting duly called and held. Any such resolution must be recorded in the Club register of minutes, under its date, in the same way that regular minutes are.

## 7- INDEMNIFICATION OF DIRECTORS AND OFFICE

- (a) Any director (or his heirs and assigns) will, as required and at any time, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (i) all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
  - (ii) all other costs, charges or 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 wilful neglect or default.
- (b) No director or officer of the Corporation shall be liable for the acts, receipts, neglect or loss, damage or expense sustained by the Corporation because of insufficient or defective title to any property acquired for the Corporation by order of the directors, or because of the insufficiency or deficiency of any security on which the Corporation invested itself of money or other property or invested same, or for any other loss or damage resulting from the bankruptcy, insolvency or wrongful acts of any person, firm or corporation at which money, securities or effects were kept or deposited, or any other loss, damage or misfortune of any nature that may occur in the performance of or in relation to his duties, unless attributable to his intentional fault or failure.
- (c) The directors of the Corporation shall be hereby authorized to indemnify from time to time any director or other person who has assumed or is about to assume in the normal course of business any responsibility for the Corporation or for any other person against any loss by pledging all or part of the movable or other real right on all or part.

## 8 - CONFLICT OF INTEREST

A director who is a party to, or who is a director or officer in or has a material or financial interest in any person who is a party to, a material contract or monetary transaction or proposed material contract or monetary transaction with the Club, must disclose to the Club the nature and extent of his interest at the time such matter is considered by the Board. Such director shall not vote on any resolution to approve the same. The present article applies, with any necessary adaptations, to all directors who are members of a committee at the Club or who sit on boards of directors of any company or association dealing with the Club, when the subject under discussion might create a conflict of interest.

## 9 - MANAGEMENT APPOINTMENTS

The Board may engage a manager and delegate to him the authority to seek suitable candidates for employment at the Club and to determine their duties and functions. The Executive Committee shall approve the hiring and firing of these employees as well as their remuneration. The Board may delegate responsibilities to the manager and the employees insofar as such delegation is not contrary to the constitution and these by-laws.

## 10 - COMMITTEES

- (a) The Board may appoint such committees as it may deem appropriate to the best interest of the Club, specify their mandate and delegate to them such powers and limitations as it sees fit. These committees may be standing or ad hoc committees.
- (b) Unless the Board decides otherwise, such committees may decide among themselves how to execute their mandate.
- (c) A committee may elect one of its members to be chairman, unless the Board has appointed the chairman.
- (d) A committee must conduct its activities in a timely fashion and in the best interests of the Club as a whole. Article 8 applies to committee members in the same way.
- (e) The chairman of each committee must report to the Board on its activities and recommendations.
- (f) Each committee may ask the Board to approve a budget for such expenditures as it may deem advisable for the execution of its mandate. If the Board approves such a request, the committee must submit to the Board all its bills and receipts for payment.
- (g) The Board may at any time put an end to a committee's work, change its composition by replacing its members and its president, modify its mandate and give it direction, as it sees fit.
- (h) This article does not apply to the Nominating Committee or to the Advisory Committee.

## 11 - REMOVAL FROM THE BOARD

- (a) A director may be removed from the Board for negligence, dereliction of duty, or for any other valid reason, only by a two-thirds vote of the members attending a Special General Meeting.

- (b) Such a Special General Meeting may be called only following a resolution by the Board adopted by two-thirds of the directors, or at the written request of at least 10% of playing members 18 years and over in good standing.
- (c) The director must be informed in writing at least ten (10) days before the Special General Meeting of the nature of the complaints lodged against him. He must be given a copy of any resolution the Board might pass requesting the members attending the general meeting to remove the director from office.
- (d) At this Special Meeting, the director has the right to contest the request for removal, if he so wishes. A vote cannot be taken before the director has had a reasonable opportunity to defend himself and to address the assembly.
- (e) If the complaint is lodged by the Board, the director ceases temporarily to hold office, pending this meeting.

## 12 - NOMINATING COMMITTEE AND ELECTION OF DIRECTORS

- (a) The Nominating Committee is an arms-length standing committee whose mandate is to put forward names of potential candidates for the Board. Because of its function, no member of the Board may sit on the Nominating Committee.
- (b) The Nominating Committee consists of seven senior playing members in good standing, of whom five form a quorum. These members are elected at the AGM of the Club from among the nominees proposed by the outgoing chairman and the nominees from the floor. Two additional senior playing members are elected to act only as replacements in the event of the resignation, death or incapacity of any other member of the Nominating Committee.
- (c) The Nominating Committee members remain in office until their successors have been elected at the next AGM. A proposed list of nominees for membership in the Nominating Committee for the following year is developed by the chairman of the Nominating Committee in consultation with the President. This list shall be circulated along with the notice of the AGM. This does not preclude nominations from the floor at the AGM. The Nominating Committee is encouraged to have at least one former director and one new committee member each year.
- (d) Each year, the Nominating Committee deposits with the Secretary of the Club no later than August 31, nomination papers of senior playing

members in good standing to fill the vacancies arising due to directors completing their terms of office at the next AGM of the Club. The nomination papers must specify the duration of the term of office proposed for each nominee.

- (e) A candidate who has never served on the Board is nominated for a two-year term. Candidates who have already served on the Board may be nominated for a one or two-year term.
- (f) The names and proposed terms of those members so nominated are posted at once by the Secretary of the Club upon the notice board of the Club or in any other equally conspicuous place within the Club, for the information of the members.
- (g) In addition, any twenty senior playing members in good standing have the right to nominate alternate candidates. Such nomination papers, duly signed by each candidate and specifying the duration of the term proposed must be deposited with the Secretary of the Club no later than September 15<sup>th</sup> of each year and must be posted in the same manner as all other nominations.
- (h) If no alternate candidates are proposed by members within the prescribed period, the candidates proposed by the Nominating Committee are immediately elected by acclamation. If alternate candidates are proposed, a Special General Meeting must be called for election purposes between October 15 and 31. If, prior to this special general meeting, any candidates nominated by the Nominating Committee withdraw their candidacy, or any Board members resign, creating a situation where there are more positions to fill than the list of candidates deposited by the Nominating Committee, the candidates nominated according to paragraph (g) are declared to be elected without an election, provided that their number does not exceed the number of vacant positions remaining on the incoming Board of Directors.
- (i) The Secretary must obtain from each candidate a completed information form and a photograph which are included with the notice of the special general meeting. The President presides over the meeting unless he is a candidate, in which case the Treasurer, the Secretary or another director presides, provided he is not a candidate. Before voting, the members present may ask questions to any or all of the candidates. Voting takes place by secret ballot, by all members present and eligible to vote according to Article 5 of By-Law Four. Voters complete a printed ballot, which lists the names of all candidates, by choosing a number of names no greater than the number of vacant seats. In the event that two candidates or more are tied for the last vacant seat, a run-off election must take place before the end of this meeting. The Nominating

Committee acts as scrutineers and supervises the counting of ballots at this special general meeting.

- (j) If, after October 31 and once all the procedures outlined in this article have been followed, a seat on the incoming Board remains vacant because of a resignation, a withdrawal of candidacy or for any other reason, the Board may then nominate a duly qualified member for a one-year term, subject to approval at the following Annual General Meeting.

### 13 - ADVISORY COMMITTEE

- (a) The Advisory Committee consists of all senior members in good standing who have previously served as president of the Club for at least two years, and of the President in office.
- (b) The President in office convenes and presides over the meetings of the Advisory Committee, the quorum for which consists of the members present.
- (c) The Advisory Committee may be consulted by the President on any matters regarding the Club's general orientation, its mission, management, historical continuity and the conformity of its activities to its mission statement, as well as any important changes to the constitution. The decisions of the Advisory Committee are of a consultative nature only and therefore have no binding effect on the Board.
- (d) The President must, on behalf of the Board, consult the Advisory Committee on all matters pertaining to the use of the financial reserve, as established in By-Law Three, Article 6.
- (e) When calling a meeting of the Advisory Committee, the President must give its members reasonable notice of such meeting.
- (f) The President must communicate to the Board and to the Club members the recommendations of the Advisory Committee.

## **BY-LAW THREE – FINANCES**

### 1 - CONTROL

The Board is responsible for the collection and disbursement of all funds of the Club, and no committee, group or individual within the Club has any title to any funds or assets, except as provided in By-Law Five, Article 3 (c).

## 2 - SIGNING OF CHEQUES

The funds of the Club are kept in chartered banks or other widely known financial institutions of Canada, and may only be withdrawn by cheques signed by two members of the Executive Committee as specified in the duly approved resolution of the Board applicable to each institution.

## 3 - PAYMENTS

All payments of accounts equal to or greater than one hundred dollars (\$100), or any such other amount as is determined by unanimous resolution of the Board from time to time, is made by cheque; however, wherever reasonably practicable all payments for lesser amounts are also made by cheque.

## 4 - FISCAL YEAR

The fiscal year of the Club terminates on the 31st day of October of each year.

## 5 - ACCOUNTANTS

- (a) At the AGM, the members present and entitled to vote appoint the independent accountants of the Club ("the Accountants") for the ensuing year.
- (b) The Accountants examine the books and accounts of the Club annually, or whenever requested to do so by the President, Treasurer or Board.
- (c) The Accountants submit their report to the Board immediately upon completion of same and in no event later than sixty (60) days following the end of the fiscal year.

## 6 – FINANCIAL RESERVE

- (a) In order to assure its continuing viability, the Club maintains a financial reserve equivalent to between 15% and 20% of the gross revenue of the preceding year.
- (b) The Board may use the reserve for the following purposes:
  - i) to meet a substantial and unforeseen financial obligation;
  - ii) to take advantage of a business opportunity to acquire equipment deemed necessary and beneficial to the Club.
- (c) Except in extreme circumstances, the Board cannot use, reduce, lower or affect the financial reserve in any way other than for the purposes

specified in paragraph (b) and without previously having consulted the Advisory Committee.

- (d) At the end of each fiscal year, by resolution, the Board transfers to the financial reserve an amount equal to at least 20% of the year-end operational surplus until the reserve reaches the maximum amount specified in paragraph (a).
- (e) If the Board uses the reserve, it must take steps to reimburse as soon as possible the sum used if the balance is less than the minimum stipulated in paragraph (a).
- (f) The present article in no way prevents the Board from setting up other special funds for particular projects.

#### **BY-LAW FOUR – GENERAL MEETINGS**

##### **1 - ANNUAL GENERAL MEETING**

The AGM of the Club is held on the date determined by the Board. Such date must be no later than one hundred and twenty (120) days after the end of each fiscal year.

##### **2 - SPECIAL GENERAL MEETING**

- (a) A Special General Meeting of the Club may be called by the Board at any time it deems expedient to do so.
- (b) When requested in writing by not less than 10% of playing members 18 years and over in good standing, the President must call a Special General Meeting of the club. Such request must set forth in detail the purpose for which the meeting is to be called.
- (c) At all Special General Meetings, the object as set out in the notice of the meeting is the only subject that can be discussed and voted upon at the meeting.

##### **3 - NOTICE**

- (a) Notice specifying the place, day, hour and agenda of each Annual or Special General Meeting of the Club must be mailed to the members in good standing, at their respective addresses as they appear in the records of the Club, at least ten (10) days prior to the date set for such meeting.



- (b) The following is included with the notice for the AGM:
1. the financial statements of the Club and the Accountants' report for the last fiscal year;
  2. the report of the Nominating Committee and/or election results;
  3. the list of candidates for the Nominating Committee for the coming year;
  4. Any new rules or rule changes adopted by the Board during the preceding year;
  5. Any proposed change to the Constitution.

#### 4 - QUORUM

Twenty-five (25) playing members 18 years and over in good standing constitute a quorum for the transaction of business at all general meetings of the Club.

#### 5 - VOTING AND VOICE

- (a) Members who have a vote and voice at any general meeting of the Club must be in good standing and either playing members 18 years and over, life members or members meeting all of the following criteria:
- (i) have been senior playing members for at least five years;
  - (ii) have been Club members for at least twenty years, even if they changed categories;
  - (iii) are still Club members.
- Notwithstanding the foregoing, a life member who has not been a playing member 18 years and over in good standing for at least 5 years has neither vote nor voice.
- (b) The president or chairman of a meeting may, at his discretion, allow a member in good standing of any other category to enter the discussion, but he shall not be entitled to a vote.
- (c) All questions submitted to the meeting are settled by a majority of those present having a vote, unless otherwise prescribed by law.

#### 6 - ORDER OF BUSINESS

The order of business at the AGM includes the following:

- (a) Verification of quorum and conformity of the notice calling the meeting.
- (b) Reading of the agenda.
- (c) Reading and adoption of the minutes of the last AGM and any special general meeting held since.

- (d) Presentation of the report of the Board.
- (e) Ratification of rules and regulations adopted by the Board.
- (f) Presentation and approval of the financial statements as prepared by the Accountants.
- (g) Appointment of the Accountants for the following year.
- (h) Report of the Nominating Committee and/or elections.
- (i) Ratification of the directors appointed during the past term by the Board to fill vacancies, if there were any.
- (j) Election of the Nominating Committee.

Suspension of the AGM to allow the new Board to appoint the Executive Committee.

- (k) Presentation of the new Board of Directors.
- (l) Presentation of the budget.
- (m) Other business.
- (n) Adjournment.

## **BY-LAW FIVE – MEMBERSHIP**

### **1 - APPLICATION FOR MEMBERSHIP**

- (a) Every candidate for membership must sign an application form agreeing to observe and be bound by these by-laws and all rules of the Club, and to pay any initiation fees, annual or occasional dues, special assessment or other applicable charges.
- (b) Such application is also signed by a proposer and a seconder, who shall be playing members 18 years and over in good standing. However, the Board may accept a new member without such proposer and seconder if it deems the applicant to be suitable.

- (c) Each application is approved by a resolution of the Board. It may refuse an application on any grounds it deems reasonable. Without limiting the foregoing, it may refuse an application if it finds that the applicant has demonstrated previous unacceptable conduct either at the Club or elsewhere.

## 2 - CATEGORIES

- (a) There is at all times a primary category of membership called senior playing members, members of which in good standing are entitled to the full privileges of the Club. Senior playing members have a minimum age, as established from time to time by the Board, of no less than eighteen.
- (b) The Board may, from time to time, by resolution, grant to a person who has made a substantial contribution to the Club, either financially, or through exceptional services, or otherwise, a special status for a clearly-defined period of one or more years, including, in exceptional cases, the status of "life member (playing)" or "life member (social)". Where a special status is granted for more than one season, such resolution shall only take effect when it is approved by the next AGM. A person benefiting from a special status is entitled to the rights and privileges of a senior playing or social member, as the case may be, without the obligation to pay the applicable annual dues. However, he has to pay all other annual or occasional charges imposed by the Board, unless the Board decides otherwise in the resolution conferring the status.

## 3 – RIGHTS, PRIVILEGES AND FEES

- (a) After signing an application for membership and after having been accepted as a member in keeping with the provisions of Article 1, the applicant becomes a member of the Club in the category of membership specified on the application and, upon payment of all applicable fees, becomes entitled to the rights and privileges of such category.
- (b) The member remains in good standing if he has no overdue accounts and is not subject to suspension.
- (c) In the event of liquidation or winding up of the Club, senior playing members in good standing with five years senior playing membership preceding the liquidation or winding-up of the Club, life members (playing) and members having been senior playing members for at least five years, who continued to be members in any category for at least twenty years, and who are still members of the Club, are entitled to share, equally, in the excess of the Club's assets over liabilities, and only then after all obligations have been settled. Any life member who has not been a

senior playing member for at least five years has no right to such share.

#### 4- PAYMENTS OF ACCOUNTS, SUSPENSION AND FORFEITURE OF MEMBERSHIP

- (a) All accounts charged to any major credit card or cards selected from time to time by the Board are due and payable upon request for payment and all accounts not so charged to any credit card or cards shall become due and payable not later than twenty-one days following notification of charges. If any member neglects to pay such account within two (2) months of the date of notification, he shall be considered suspended from the Club as of the date of notification of the resolution of the Board or of the Executive Committee approving this suspension and sent by registered mail at his address as shown in the Club's records. He shall have no right to be present or use the Club's facilities until the outstanding balance has been paid. The necessary entries shall be made in the Club's records to this effect.
- (b) If the outstanding balance has not been paid within six (6) months of notification carried out in accordance with the procedure described in paragraph (a), the said person's membership shall be forfeited automatically. Such person shall no longer be a member of the Club.

#### 5 - CHANGE OF ADDRESS

Members must notify the Club in writing of any change in the mailing address. The last recorded address of a member, as shown on the records of the Club, constitutes his legal address.

#### 6 - MEMBERSHIP YEAR

The membership year is from March 1 to the last day of February. However, the Board determines the period for each membership year during which the Club facilities are made available to the members.

#### 7 - AUTOMATIC RENEWAL OR RESIGNATION

- (a) A member who has not resigned in writing prior to the first day of March is deemed to have renewed his membership in the Club and is liable for payment of the annual fees and any assessments for the ensuing membership year.
- (b) Resignation does not relieve or exempt the member of any financial obligation to the club that he may have incurred.

**BY-LAW SIX –INFRACTIONS,  
SANCTIONS AND REINSTATEMENT OF MEMBERS**

**1 - INFRACTIONS AND SANCTIONS**

- (a) Any Club member who commits a rule infraction, refuses to obey a rule even when asked to do so or whose behaviour interferes with the smooth running of Club activities may be sanctioned. Upon receipt of a written complaint regarding the conduct of any member of the Club, the Executive Committee may conduct a brief investigation including interviewing the complainant and the member complained against in order to determine whether to act on such complaint. If an Executive Committee member is involved in a complaint, he must withdraw from the investigation. The remaining Committee members shall proceed.
- (b) If the Executive Committee decides to act on such complaint, it then forms a Discipline Committee composed of one member of the Advisory Committee and two members of the Club, one of whom is of the same category of membership as the member complained against, unless the member is younger than 18.
  - (i) The Discipline Committee must meet without delay, after giving the member complained against a copy of the complaint at least three days before such meeting, notifying him of its intention to examine the facts pertaining to such complaint and inviting the member to attend the meeting in order to present any evidence, defence or explanation he may have.
  - (ii) The Discipline Committee may proceed in the absence of the member so notified if the latter fails to attend the meeting without a reasonable excuse and after having been duly notified of the complaint and of the date of the meeting.
  - (iii) Such meeting is held behind closed doors.
  - (iv) During the meeting, the Discipline Committee may also hear any facts concerning the complaint as presented by the complainant or any other witness.
  - (v) If it decides that the complaint is well founded, the Discipline Committee may impose a sanction on the member in the form of a reprimand, a temporary suspension of the member's rights and privileges for the period it decides, a withdrawal of a particular privilege, or his expulsion from the Club. In addition, where the infraction has caused damage, the Committee may, without

prejudice to any legal claim to which such member may be exposed, impose a fine which cannot exceed \$500.

- (vi) Before imposing a sanction, the Discipline Committee, during the same meeting or after, must give the member reasonable opportunity to present his case concerning such sanction.
  - (vii) A member complained against may be accompanied at all times by another member while attending a meeting of the Discipline Committee concerning such complaint.
  - (viii) Upon reaching its decision, the Discipline Committee immediately notifies the Executive Committee in writing. The Secretary then communicates this decision to the complainant and the member complained against.
  - (ix) In the case of the member complained against, the Secretary also notifies him that he may appeal this decision in writing or in person at next meeting of the Board. The sanction takes effect upon its reception.
- (c) Upon receiving a disciplinary sanction, the member may appeal the Discipline Committee's decision to the Board by notifying the Club Secretary in writing within three days of receiving notice of such decision. Such notification of appeal, as sent to the secretary, suspends any sanction imposed by the Discipline Committee.
- (d) The appeal is heard at the next regular or special Board meeting.
- (e) The following rules apply during the hearing of the appeal:
- i) the appellant may, if he so chooses, send written representations to the Board prior to the meeting;
  - ii) the hearing does not constitute a new investigation and no witness may appear. However, the Board may decide otherwise, providing it has been informed, at least five days before the hearing, of the names of the witnesses and of the nature of their testimony, in which case it will announce its decision as to the pertinence of hearing a witness on the eve of the hearing at the very latest;
  - iii) the only questions heard during the appeal are those directly related to the complaint and to the decision made by the Discipline Committee;

- iv) the appellant may submit any representation concerning the sanction imposed on him;
  - v) at the end of the hearing, the Board deliberates and renders its decision, which may be:
    - to reject the appeal;
    - to overturn the decision of the Discipline Committee;
    - or to modify any sanction imposed by that Committee;
  - vi) the Secretary communicates the Board's decision to the member, the complainant and the Discipline Committee within 24 hours following the hearing;
  - vii) the Secretary keeps a record of all decisions reached by the Discipline Committees and the Board of Directors for future consultation;
- (f) During his suspension, the member shall be denied all the rights and privileges of his membership in the Club but shall remain liable for all charges to his account. Any financial or other indebtedness to the Club owed by an expelled member is not cancelled or varied.
- (g) Notwithstanding the foregoing, in the case of a threat to the safety of Club members or property, the President may, at his discretion and without further formality or warning, forbid access to the Club by a member for a period not exceeding three days. However, he must inform the Executive Committee immediately of his decision and offer the member the possibility of meeting the Committee in order to discuss the situation. Unless it modifies the President's decision, the Executive Committee may extend this denial of access for an additional period of a maximum of 12 days during which time a discipline committee must be formed to proceed as described in paragraph (b); all the other provisions of paragraphs (c) to (f) then apply.

## 2 - REINSTATEMENT OF MEMBERS

- (a) The Board may consider the reinstatement of any member who has been expelled during the previous membership year upon the recommendation of two playing members 18 years and over in good standing.
- (b) Should the Board, at its discretion and according to any conditions it may prescribe, reinstate the member, then the provisions of Article 1 of By-Law Five apply. A reinstated member must, as a condition of reinstatement pay, all his outstanding financial liabilities to the Club before he can enjoy

the privileges of the Club.

### **BY-LAW SEVEN - AMENDMENTS**

The Constitution and the By-Laws of the Club may only be amended or repealed by a two-thirds vote of the members present and entitled to vote at the AGM, or at a Special General Meeting called for that specific purpose. Written notice of the meeting must be duly sent at least ten (10) days prior to the meeting and include a copy of the text of the proposed modifications.

### **INTERIM AND FINAL MEASURES**

#### **ARTICLE 1**

All previous general By-Laws of the Club, including their amendments, are repealed and replaced by the present By-Laws.

#### **ARTICLE 2**

All persons who are members of the Club when the present By-Laws take effect continue as members in their same category and retain all the rights, privileges and obligations pertaining to that category. Any changes to the preceding which occur once these By-Laws are approved are governed by these By-Laws.

#### **ARTICLE 3**

The current directors, officers and committee members remain in office and continue to serve in that capacity until they are replaced according to the procedures described in these by-laws. The mandate of the directors elected for a three-year term ends at the third AGM following their nomination, unless they are nominated and re-elected for an additional term, in accordance with these by-laws.

#### **ARTICLE 4**

All measures or actions initiated before the approval of the present By-Laws shall be continued and, where possible, according to the provisions of these By-Laws.

#### **ARTICLE 5**



All Club rules, resolutions, policies and decisions which are in force when the present By-Laws are approved remain in effect as far as they are compatible with these By-Laws. They remain in force and are considered to have been approved according to these By-Laws.

Approved by the Board of Directors on May 28, 2007 and ratified by the members at the Special General Meeting held on July 7, 2007.

Ratification of final version by the members at the Annual General Meeting held on February 11, 2008.