



Rothesay Tennis Club

Amended By-Laws

As adopted : January 26, 2021

As Amended : February 8, 2022

This is an Amendment to the Club By-Law dated February 8, 2022. In the event of a conflict between versions, this version shall prevail.

DEFINITIONS INTERPRTATIONS

In these by-laws, the following definitions shall apply unless the context clearly indicates otherwise:

“Club” means Rothesay Tennis Club Inc. , a not for profit entity.

“Executive” means those people (Officers) holding the positions of President, Past President, Vice President, Secretary and Treasurer

“Special Resolution” a resolution passed by not less than two-thirds of members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice is given in accordance with these amended by-laws.

“Fiscal Year” - Jan 1 - Dec 31

Future Amendments to these by-laws can be made by vote at any AGM or Special General Meeting, given they are submitted to the Secretary at least 14 days before such meeting, and sent to the Membership for review at least 7 days prior to meeting.

TITLE/OWNERSHIP

A Letter Patent incorporating the Rothesay Tennis Club Inc. was submitted on May 17, 1976. It states that Rothesay Tennis Club Inc. is a company, and that a list of its current members registry must be maintained as the company registry. The letters patents stated “the company shall not carry on any business or trade for the profit of its members. “

LOCATION

The Club is located at 6 Tennis Club Road, Rothesay, N.B. New Brunswick, which is also the address of the Registered Office.

MEMBERSHIP

A. Categories/ Voting Rights of Membership

Categories of Membership are:

- Adult Member- age 18 or older as of January 1 and not attending Post Second School
- Junior Member - under the age of 18 as of January 1
- Student - attending Post Secondary School
- Family Membership - Adults and Children living at a common address (two member vote)
- Non- Resident membership - individuals or families who do not reside permanently within 100Km of the Club. This can be purchased once during a season, and is effective for 30 days.
- Fall Membership - Individuals upon discretion of Executive may purchase Membership that provides full Club privileges from August 15th onward. This membership cannot be combined with Non-Resident Membership, however may be combined with Guest Fees. Example: individual pays for up to 3 Guest Fees, then determine they would like to join as a Member, and it is already August 15 or later.

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- Honorary Life Member - Granted a Life Membership without payment of fees by resolution passed by the Executive. Basis for such resolution include but are not limited to 50 years of active Membership.

Voting on AGM or Special Resolution motions requires that a member be 18 years of age.

B. Fees, Admissions, Limits

The Executive shall annually before March 15th determine the cost for all Membership categories identified above. Membership fees and Forms must be completed before court admission. At the same time, Officers shall determine if for whatever reason a limit in member count is required for the coming season.

Guest fees are the only means of court admission other than Membership. Guest fee will be set annually at the same time as Membership fees. A Guest fee may only be purchased 3 times per season. The fee is per Individual (regardless of Singles or Doubles play) and provides guests the use of club facilities for one day.

C. Termination of Membership

Any member who fails to comply with the rules of the club may have all membership privileges suspended. Suspension may be for one or more seasons, and by extension removes the individual's right for Guest Privileges as well. A suspended member is not entitled to a prorated rebate of dues paid.

Decision to suspend a member requires majority vote of the Executive.

Furthermore, any Membership candidate or Guest candidate who does not pay their Membership or Guest fees before Court use may have their Club privileges suspended at the sole discretion of the Executive if not paid in full 15 days after the Executive has sent one (1) reminder that the fees have not been paid. Membership suspension means they are considered not in good standing.

EXECUTIVE

Officers holding the offices of President, Vice president, Secretary and Treasurer are as a Body named the Active Executive. The role of Past President is a non-active role.

Each Officer - with exception of the Past President, is elected at the Club's Annual General Meeting. Any fully paid Member in good standing can become an Officer once nominated with seconder. The term is for one year, and an Officer can offer for renewal each year for the same position, or offer to serve another Executive position. The maximum number of continuous terms a member can serve on the Executive is five(5). No two individuals residing at the same address shall sit on the Executive at the same time. Within 30 days of confirmation of each new Executive, there is to be on file in the Club documents repository, signed statements verifying they have read and understand Club policy as it relates Code of Conduct, Harassment, and Confidentiality.

The Executive - on behalf of the Membership who elected it, is responsible for all matters related to the Club. While a general outline of their duties is contained below, they collectively

carry responsibility for all matters. While they are RESPONSIBLE, it is incumbent upon and encouraged of the Executive to task Committees outside of the Executive and within the membership to ensure all needs of the Club Operation are fulfilled.

The President shall have general supervision of the activities of the Club. He/she is the Chief officer of the club. Coordinating the activities of the Executive and ensuring the club provides various tennis activities to meet the needs of all members. The President is responsible for Supervision of Summer Staff, although he/she may delegate day to day support to another Officer.

The Past President acts to provide continuity between an outgoing Executive and a newly elected Executive. The term of the Past President is 1 Year, non renewable. The Past President is an Ambassador of the organization and has no specific responsibilities, however on occasion may serve on adhoc committees.

The Vice President role is to support the President and at the request of the President may assume the duties of the President during the absence, illness or incapacity of the President.

The Secretary will record and maintain custody of the minutes of all Executive meetings, post communications to Membership, as well as maintain and post active Membership lists.

The Treasurer shall maintain financial records of the Club, ensure all incoming and outgoing dollars are in accordance with Club requirements/rules, prepare budgets, year end financials, and prepare necessary tax filings.

The Club may, by Special Resolution, remove any Officer before the expiration of the period of office and appoint another person in place thereof. The person so appointed shall only hold office for the balance of the term of the person so replaced.

AUDIT & INSPECTION RIGHTS

The books and records of the Club may be inspected by any member at any reasonable time at the registered office of the Club.

EXECUTION OF INSTRUMENTS

Contracts, deeds, bills of exchange, cheques, and other instruments and documents may be executed on behalf of the Club by any two(2) officers of the Executive. They are to be signed by the President or Vice President and Treasurer.

PROTECTION OF OFFICERS

- No Officer of the Club shall be liable for:
 - the acts, receipts, neglects or default of any other officer or employee
 - any receipt or act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by The Club

COMMITTEES

The Officers are encouraged to appoint such Committees as they deem necessary. A Committee shall meet at the call of its Chairperson, and may appoint sub-committees for the carrying out of its work, and shall not incur any indebtedness without authorization of the Executive. Committees shall submit a written report of their work as required.

EXECUTIVE OFFICER EMPOWERMENT

Considering the operational responsibilities of each Officer, and the non-profit status of the Club each Officer is authorized to expense (with proper receipt) expenditures up to \$200 without prior authorization. These expenses should be submitted for receipt within 2 weeks of the date identified on the receipt.

Expenditures exceeding \$200 require Executive Approval, which means at least 2 officers approve. Approval can be obtained through e-mail. For tracking purposes, the "reply all" e-mail trail indicating 2 Officers Approval should be saved by the Treasurer. Otherwise spending approval will be captured in Meeting Minutes by the Secretary

Subject to the provisions of the by-laws, as Managers of the Club, the Officers shall have power to:

- Engage any and all paid staff and employees and determine the duties, responsibilities and remuneration of such persons
- Erect, purchase, repair, improve, construct, maintain, alter, sell or dispose any building structures, equipment, or furnishings of the the Club
- Invite and deal with the monies, securities, bequests, or endowments of the Club not immediately required for maintenance and administration in such a manner as may from time to time be determined
- Take charge of the planning and supervision of the financial affairs of the Club and, in particular, the receipt, custody, banking and disbursement of funds, the accounting, budget control, the preparation of annual budgets and and the collections of monies due to the Club, the investment of funds, transfer of securities, and he organization of appeals for current funds
- Enter into all agreements necessary to conduct the activities of the Club

Excluded from empowerment of the Executive are:

- the change of title (land asset) of the Club. Any sale of property would require at minimum:
 - Demonstration of legal guidance
 - A vote by Special Resolution.
- Committing to significant debt in excess of \$20,000. This as well would require Special Resolution.

VACANT OFFICER POSITIONS

If, at the AGM, any Officer position is not able to be nominated and elected, the first option is that the Officer holding title from the prior fiscal year stay on as "interim". If that is not possible, the Officers from the new Executive are to make its first order of business to fill any vacant positions and consider engaging past Officers as a Committee tasked to assist the search.

MEETING REQUIREMENTS

Note, any member in good standing is entitled to attend any meeting of the Club. Periodically, the need may arise for a Special General Meeting called by the Executive or upon written request of 5 or more members. Otherwise the normal cadence of meetings are the AGM, as well as regular Executive meetings.

A. The Annual General Meeting (AGM)

The AGM is to be held within the first 60 days of the Fiscal Year. The AGM (or any other meeting for Special Resolution) is to be set 21 days in advance and broadcast (stating date, time, place, and nature of meeting) by e-mail and Social Media to all Members of the past Fiscal Year. Attendance may be by phone (if requested) or in person.

A minimum of 8 members present shall constitute a quorum. Ordinary Resolutions require 51% approval to pass. In the event of a Special Resolution, the quorum equals an amount of 25% of the Club's voting eligible membership (either present or by approved proxy) and the resolution must pass by no less than two thirds of votes cast.

The following items of business are to be carried out at the AGM:

- Call to Order
- Review Minutes of the prior AGM
- Read reports of each Officer and any applicable Committee
- Review the Financial Statements including balance sheet, and operating statement as well as the auditors report if applicable
- Appointment of Auditors, if any
- New Business
- Nomination and Election of Officers for the new fiscal year
- Agreed date for first Meeting of the New Executive
- Adjournment

Prior minutes, Financial Reports, and Nominations all require a supported motion, followed by vote. The Secretary is to record all events in the Minutes as well as a list of those in attendance.

Proxy voting by Members is permitted if the approved proxy is presented to the Secretary in writing at least one hour in advance of the meeting. A member can carry the proxy vote of no more than 3 members on any given motion.

Each member in good standing age 18 and over can vote on motions. Those under a Family Membership are limited to two members voting.

All Officers shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected

The retiring President will chair the AGM. In his/her absence, the retiring Vice President will chair. Nominations for Officer positions can be presented by proxy.

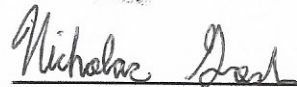
B. Executive Meetings

Other meetings of the Officers shall be held as often as the business of the Club may require, however to ensure time sensitive season preparation is attended to, the President is to call meetings of the Officers as least once monthly during March, April, and May.


Executive meetings require all 4 Active Officers be present. Decisions require that 3 of 4 Officers support the action. A log of all key decisions made should be maintained by the Secretary on the Club's document repository. Attendance of the Past President is optional, and the position does not carry an Executive vote.

The Executive Officers are tasked with all the Operational Responsibilities of the Club as outlined in EXECUTIVE OFFICER EMPOWERMENT. Meetings can consist of in-person or teleconference. Furthermore, if an Officer cannot be present for a meeting with a known agenda that requires voting, the Officer can submit their vote by proxy to the other Officers.

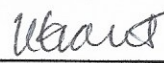
APPROVED by the Officers of the Club on the 8 day of February, 2022



President



Vice President



Treasurer



Secretary