

FORM 3

SOCIETY ACT

C O N S T I T U T I O N

1. The name of the Society is **MILL BAY COMMUNITY LEAGUE TENNIS SOCIETY**

2. The purposes of the Society are:
 - (a) to provide recreation for members of the community; and
 - (b) to promote and develop the game of tennis by providing organized tennis activities.

3. The Society is a sub-committee of The Mill Bay Community League, a British Columbia Society incorporated under number S-0003459 (the "League"). This provision is alterable.

4. The Society will operate under a Memorandum of Agreement with the League on the same terms as an agreement dated September 30, 1998 entered into between the parties prior to the incorporation of the Society, which Agreement may be renegotiated by the Executive at any time and for any reason. This provision is alterable.

5. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to The Mill Bay Community League to promote and develop the game of tennis. This provision is alterable.

SCHEDULE A

BYLAWS OF MILL BAY COMMUNITY LEAGUE TENNIS SOCIETY

Part 1: Interpretation

1. In these bylaws, unless the context otherwise requires,
 - a. "Executive" means the officers of the Society;
 - b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c. "Memorandum of Agreement" means the agreement in effect between the Society and The Mill Bay Community League.
2. Wherever the singular or the masculine is used herein, it shall be deemed to include the plural or the feminine where the context of the parties so requires.

Part 2: Membership:

1. A person may become a member of the Mill Bay Community League Tennis Society by submitting the application form, together with the required dues. The Society has the following classes of members:
 - a.) Adults
 - b.) Juniors – Anyone who has not reached the age of 19 in the year of membership.
 - c.) Life members – Persons voted such honour by the Society, normally at an annual general meeting when recommended by the Executive. They will not be required to pay annual dues and they will have the rights and responsibilities of Adult Members.
 - (d.) Family - A maximum of two adults plus children under the age of nineteen all residing at the same address.
2. A person shall cease to be a member of the Society:
 - a.) By submitting his resignation to the Executive
 - b.) When he has not paid dues for the current tennis year.
3. A member may be suspended for misconduct for the balance of a meeting by a majority vote of the members present.
4. The Executive shall determine the total number of members and shall maintain a reserve for junior members and residents of Mill Bay.

Part 3: Dues:

1. The amount of the annual membership dues will be determined by the Executive and will apply to the tennis year: April 1 to March 31. The amount will be published by way of notice to members at least 30 days before the Annual General Meeting for the upcoming tennis year. The dues may be modified by ordinary resolution at the annual general meeting.
2. **A separate Bank account will be established, as required, for funds that are not membership or fee income. The signing authority for this account will be two of the three designated members of the Society. These funds are to be used for the promotion of the game of tennis.**

Part 4: Meetings of members:

1. The annual general meeting will be held in March each year. At least fourteen (14) days notice must be given to members in accordance with Part 9.
2. A Special General Meeting may be called by the President or will be called at the request of a majority of the Executive, or will be called on the request of ten (10) per cent of the members in

good standing. At least fourteen (14) days notice must be given to members in accordance with Part 9.

Part 5: Proceedings at general meetings:

1. The President of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
2. A quorum at any general meeting shall be fifteen (15) per cent of the members in good standing, but not fewer than three (3) members. Should a quorum fail to be present, no business may be conducted.
3. A member in good standing is entitled to one (1) vote at any meeting of members.
4. Voting is by show of hands, unless a written ballot vote is agreed upon by a majority vote subject to the provisions of part 6.7.
5. Voting by proxy is not permitted.
6. In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
7. The chair of a meeting may move or propose a resolution.
8. The passage of a special resolution shall require a three-fourths majority vote of members in good standing who are present at the meeting. At least fourteen (14) days written notice specifying the intention to propose the special resolution must be given to members.

Part 6: Executive of the Society

1. The Society Executive shall consist of seven elected officers as follows:
 - (a) President
 - (b) Secretary/Treasurer
 - (c) Membership Director
 - (d) Maintenance and Repairs Director
 - (e) Competitive Activities Director
 - (f) Social Activities Director
 - (g) Communications Director
2. The Executive may exercise all the powers and do all the acts and things that the Society may do, subject to:
 - (a) All laws affecting the Society.
 - (b) These bylaws.
 - (c) Rules, not being inconsistent with these bylaws made by the Society in general meeting.
3. No new rule as passed under 2(c) above invalidates a prior act of the Executive.
4. All officers shall retire from office at each annual general meeting.
5. Officers may be elected for a maximum of three consecutive terms and must then retire for at least one full term before seeking election again.
6. Separate elections shall be held for each office to be filled.
7. An election may be by acclamation; otherwise it shall be by written ballot.
8. The Executive, by majority vote, may at any time appoint a member to fill a vacancy until the next annual general meeting.

9. If there is no candidate for election to an office, the Executive may appoint a member to fill that office until the next annual general meeting.
10. No act or proceeding of the Executive is invalid only by reason of there being fewer than the prescribed number of officers.
11. The members may by special resolution remove an officer before the expiration of his office and may elect a successor to complete the term of office.
12. No officer shall be remunerated for being or acting as an officer. An officer may be reimbursed for necessary and reasonable expenses incurred while engaged in the affairs of the Society. The Executive shall pre-approve all such expenses.
13. No more than one member from a family may serve on the Executive at any time.
14. Prior to every annual general meeting, the Executive shall appoint a nominating committee made up of a number of members. The chair shall be the immediate past president. If he is unable to act then the next immediate past president available shall so act. Each member, by accepting the appointment, disqualifies himself from allowing his name to stand for nomination as a director. It shall be the responsibility of the nominating committee to ensure that there is at least one nominee for each position to be filled. The nominating committee shall prepare a list of all qualified nominees for the positions to be filled and shall forward the list to the members prior to the annual general meeting. The Chair shall receive further nominations from the floor of members qualified to run for election provided the nominee accepts the nomination.

Part 7: Proceedings of the Executive

1. All members of the Executive must be members in good standing.
2. The Executive shall have the power to administer the affairs of the Tennis Society, subject to direction by the general membership.
3. The quorum necessary to transact business shall be a majority of the Executive members in office.
4. Any member of the Executive may, at any time, convene a meeting of the Executive.
5. The Executive may appoint committees consisting of Society members as it sees fit. A committee so formed shall conform to any rules imposed on it by the Executive and shall report to the Executive at its next meeting. The Executive shall appoint the chair of each committee and shall stipulate whether or not only Executive members are to serve on the committee.
6. All work over \$1,000 shall be carried out under written contract.
7. The Executive shall meet no less than twice a year.
8. The Executive will promptly publish minutes of all Executive meetings
9. A resolution in writing, approved by a majority of the members of the Executive and placed with the Executive minutes, is as valid and effective as if regularly passed at a meeting of the Executive. A record of these resolutions shall be provided to the members and included in the minutes of the next regular meeting.
10. 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, and, in particular but without limiting that power, by the issue of debentures. A debenture must not be issued without the authorization of a special

resolution. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 8: Duties of the Officers:

1. The president shall preside at meetings and is ex-officio a member of all committees. He shall call meetings of the Executive when necessary.
2. The vice-president shall be chosen from among the Executive and will assume the duties of the president in the absence of the president.
3. The secretary/ treasurer shall keep the records of the Society, including a current copy of the Society Act and Robert's Rules of Order for the guidance of the Society. He shall conduct official correspondence. He shall keep a true account of all financial transactions and deposit all funds to the appropriate bank account. Cheques shall be signed in accordance with the provisions of the Memorandum of Agreement. He shall appoint a person to take accurate minutes of Executive, annual and general meetings. The secretary/treasurer shall be responsible for publishing such minutes. He shall render financial statements to the Executive, members and others.
4. The membership director shall be responsible for maintaining the membership list, enrolling new members in the Society and encouraging good relations between members.
5. The maintenance and repairs director shall be responsible for the upkeep and repair of the tennis facilities.
6. The social activities director shall be responsible for all Society-sponsored social activities. The director shall ensure that the types of activities fairly reflect the needs of the members.
7. The competitive activities director shall be responsible for all Society-sponsored competitive activities. The director shall ensure that the types of activities fairly reflect the needs of the members.
8. The communications director shall be responsible for Society communications through all media.

The Society may amend these duties by ordinary resolution at a general meeting and this Part shall be updated to reflect such resolution.

Part 9: Notice to members:

1. A notice may be given to a member personally, by email or by mail to him at his registered address.
2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.

Notice of a General Meeting shall be given to every Member who is in good standing on the day the notice is given. In the case of families one notification is sufficient.

Part 10: Bylaws:

1. On being admitted to membership, each member is entitled to, and may request, without charge, a copy of the constitution, the bylaws and current policies of the Tennis Society.
2. This constitution and these bylaws shall not be altered or added to except by special resolution.

Part 11: Rules of Procedure:

1. When there is doubt as to what procedure should be followed at a meeting, Robert's Rules of Order will be followed.

Dated: August 23, 2008

WITNESS(ES)	APPLICANTS FOR INCORPORATION
(One person may witness all signatures or they may witness each others)	(Need at least 5 persons to sign and show residential addresses)
<hr/> <p>PATRICIA WHEATLEY 6010 Salish Road Duncan, BC V9L 5P7 (As to all signatures)</p>	<hr/> <p>RONALD DENNIS BELLOWS 2488 Cayman Place Mill Bay, BC V0R 2P1</p>
	<hr/> <p>JUDITH ANNE BAECKMANN 1047 Briarwood Crescent Mill Bay, BC V0R 2P2</p>
	<hr/> <p>ROBERT VAN MARI 1754 Strathcona Heights Road Shawnigan Lake, BC V0R 2W2</p>
	<hr/> <p>CATHERINE LESLIE MCKINSTRY 2069 East Shawnigan Lake Road Shawnigan Lake, BC V0R 2W5</p>
	<hr/> <p>ANTHONY BRIAN CAIRNS 1565 Shawnigan Mill Bay Road Shawnigan Lake, BC V0R 2W2</p>
	<hr/> <p>CHRISTINA PALLE 2395 Mill Bay Road Mill Bay, BC V0R 2P4</p>