

**BAIE-D'URFE TENNIS CLUB**  
**CONSTITUTION AND BY-LAWS**  
**AMENDED AND UPDATED**  
**ADOPTED AT AGM 19<sup>th</sup> OCTOBER 2024**

Mission Statement

To provide an entertaining and fulfilling tennis experience in a friendly and sociable environment.

ARTICLE 1 The Baie-d'Urfe Tennis Club Management, Control and Governance.

1.1 Status

Baie-d'Urfe Tennis Club, hereafter referred to as BDTC, is a private club, registered as a non-profit incorporated company in Quebec, and having its place of business at 20617 Lakeshore Drive Baie-d'Urfe Quebec

BDTC is permitted exclusive use of the courts and the club house which are owned by the Town of Baie-d'Urfe who maintain the fabric of the club house, the fencing, lighting, and the provision of utility services.

BDTC is responsible for: maintenance of courts; providing equipment and fixtures for the maintenance of courts and grounds suitable for tennis; employing and managing staff for operation of the club; and for meeting the cost of utilities.

1.2 Membership

BDTC comprises members of good standing who are fully paid up and in compliance under the terms and conditions of these present Constitution, and By-Laws, and any Rules, and Policies which may be published from time to time on the club's web page and periodically updated at the discretion of the Board.

A member may lose his/her good standing with the club for non-compliance with the above terms, and be subject to suspension – temporary or indefinite, or expulsion. Reinstatement of good standing may be possible according to BDTC policy, and at the sole discretion of the Board. Article 3 of this Constitution applies to such situations.

1.3 Management of BDTC

BDTC shall hold an AGM at which four Officers namely President, Vice President, Treasurer, and Secretary, together with additional Directors to cover the functional activities of Maintenance, Membership, Social, Junior Program, Publicity, and Pro program, shall be elected from current members of good standing. These so elected will form the Board of BDTC and will each serve for a term of 2 years from the date of their appointment or confirmation.

Nominations for Board positions will be invited through a Director, or a nominating committee, such nominations shall be presented to the Board at their regular meetings and through E mail nominations received from members and duly supported by two or more members.

Directors and Officers may serve an additional term if they are nominated and accepted at the AGM. Nominations from the floor of the AGM will be accepted from Adult members of good standing if duly proposed and seconded.

The AGM will be held between the 31<sup>st</sup> of August and the 1<sup>st</sup> of November, and a minimum of two weeks notice shall be given to members of such meeting.

A quorum of 15 members is required for the AGM to approve motions presented at the AGM, which will be adopted by simple majority vote.

A sample Agenda for the AGM is appended to this Constitution, and may be amended as needed by the Board.

The regular business of BDTC shall be conducted through a monthly meeting of the Board and any other invitees including any nominees from the Town of Baie-d'Urfe. A quorum for a Board meeting shall comprise 5 members of the Board. Motions and proposals will be carried by simple majority vote amongst Board members.

Only Board members present for such meetings shall be entitled to vote and shall have one vote, except for the President who will only be granted a vote at such meetings in the event of a tied vote amongst Board members present.

A sample Agenda for the regular Board meetings is appended to this Constitution, and may be amended as needed by the Board.

### 1.3.1 Powers of the Board

To set the date of the Annual General Meeting

To oversee the sound financial management of BDTC and take whatever remedial measures are necessary, including the approval of loan and banking arrangements.

To authorize contracts for maintenance, employment, coaching programs, and to authorize purchase of equipment and fixtures for maintenance or improvement of courts and grounds.

To review and fix the membership fees and any other fees for the ensuing year

To review and set BDTC Policy, and Rules and publish them annually.

To accept or decline applications from former members or new applicants and to manage the membership according to this Constitution and By Laws.

To suspend or expel a member for non-compliance with Constitution By Laws, Rules or Policy

To remove from office any Officer, Director, or other appointee, for good cause

To amend this Constitution and By-Laws

### 1.3.2 Roles of Officers and Directors

President:

Determine the frequency and timing of meetings of the Board.

To call any interim meetings of the Board as necessary.

Chair all meetings, ensure club rules are enforced, and general oversight and supervision of club affairs.

Call special general meetings of members, upon the request of 20 or more members of good standing.

Liaison with Town representatives, as needed, and attendance at Town functions, or delegate such to a Board nominee.

Vice-President:

To deputize for the President in their absence

To work closely with the President, and other members of the Board in the development of Policies, programs and strategies to assure the continuing development of the club.

To manage the contracts with the professional coaches, including cementing their engagement to future club and members' development

To assist in club staff training and development in conjunction with the maintenance director

Treasurer:

Supervise financial affairs, prepare accounts and reports, and estimates of income and expenditure for the coming year.

File annual registration reports to the Quebec registrar.

Chair Board meetings in the absence of the President

Assist with the preparation and filing of grant applications

Secretary:

Issue, and keep notices, agenda and minutes of all meetings held by the Board, for the AGM, and any other documentation as needed.

Manage incoming correspondence to the website as needed

Maintenance Director:

Initiating Spring opening preparation, and Fall closure preparation of courts, negotiating and appointing contractors for these tasks, enlisting of auxiliary help from members and coaches as may be necessary.

Through the season maintaining the club house, court surfaces, fixtures and equipment.

Recruitment, employment, training and management of staff in conjunction with a Board nominated Director

Preparation of job descriptions and grant applications in conjunction with and the assistance of the Treasurer and other Board nominated Directors.

## 1.4 Financial Control

### 1.4.1 Control

The Board shall be responsible for the collection and disbursement of all funds of the Club, and no Director, group or individual within the Club shall have any title to any of the funds or assets except as provided in Article 2 Section 2.4.2 the right to funds in a liquidation event.

### 1.4.2 Signing of Cheques

The funds of BDTC shall be kept in a chartered bank, and be withdrawn by cheques signed by any two (2) of 3 nominated signatory Officers of the Board, one of which shall be the Treasurer.

#### 1.4.3 Payments

All payments, except small payments from petty cash, shall be made by cheque unless otherwise authorized by the Treasurer.

#### 1.4.4 Fiscal Year

The fiscal year of the Club shall terminate on the 31<sup>st</sup> day of December of each year.

#### 1.5 Removal from Office

Any Officer, Director, any Chairman of a Committee, or member of a Committee may be removed from any office he/she may hold, for negligence and or dereliction of duty, and for any other good cause shown, by a majority vote of the Board at a meeting called to consider such action, or at a regular meeting of the Board.

#### 1.6 Resignations and Vacancies of Officers and Directors

1.6.1 An Officer or Director may resign from their office at any time providing they give written notice of at least seven (7) days to the President and Secretary of the Board.

1.6.2 The resignation of the Treasurer must not be accepted until and after the Books and Accounts of the Club have been reviewed, by the Reviewer appointed at the previous AGM.

1.6.3 Any duties not fulfilled as a consequence of an Officer or Director vacancy shall be assumed temporarily by one or more members of the Board.

1.6.4 In the event of a vacancy or vacancies occurring on the Board through resignation or otherwise, the remaining Directors, may fill such vacancy or vacancies for the unexpired balance of the term of the Director or Directors in respect of whom the vacancy or vacancies occur, from members of good standing of the club. Such appointment or appointments shall only be valid until the next Annual General Meeting of the Club

### ARTICLE 2 Members Applications, Classification, and Rights

#### 2.1 Members of Good Standing

Members in full compliance with the Constitution, By Laws, Policies and Rules of BDTC and are fully paid up with all club dues are considered in good standing.

#### 2.2 Applications for Membership

Candidates for membership in the Club must:

- 2.2.1 Submit a completed application on forms provided, and pay the appropriate fee in the manner specified on the web page of the club. Once receipt of payment is confirmed, members of good standing and new members will be registered and enjoy the rights and privileges membership.
- 2.2.2 All applicants agree to abide by the Constitution and By-Laws of BDTC, and the Policies and Rules made in virtue thereof.
- 2.2.3 Acceptance of all membership applications are at the sole discretion of the Board.

### 2.3 Classes of Membership

#### 2.3.1 Honorary Members

An honorary member membership may be granted to a member as recognition of past contributions or achievements at the discretion of the Board.

#### 2.3.2 Adult members

Members who have passed their twenty fifth birthday as at the 31<sup>st</sup> December of the year prior to the current season of registration.

#### 2.3.3 Intermediate Members:

Members aged between 19 years or 25 years of age as at the 31<sup>st</sup> December of the year prior to the current season of registration.

#### 2.3.4 Junior Members

Members aged up to 18 years of age as at the 31<sup>st</sup> December of the year prior to the current season of registration.

#### 2.3.5 Family Membership

Parental partners, with dependent children all of whom are living at the same address, excluding any Adult children, may be eligible for a family membership rate. The number and class of members included in this package, and the terms, may be varied from time to time by the Board and will be published in the Policy and fees.

#### 2.3.6 The Board may establish, and set any other class, and establish the privileges of such class, and set the fees accordingly.

### 2.4 Rights, Privileges and Limitations

- 2.4.1 All classes of membership shall be entitled to the full privileges of BDTC with the specific exception of the event of liquidation of the club where only certain Adult members in good standing may participate as defined in 2.4.2 below.
- 2.4.2 In the event of liquidation of the club Adult members in good standing, and having been a fully paid up member for the last three consecutive years, only, shall of right be entitled to share, equally, in the excess of Assets over Liabilities, and then only after all obligations have been settled.
- 2.4.3 The Board may limit the number of members in total or in any one class as they deem necessary.

- 2.4.4 The Board may determine any other privileges and impose any other restrictions to any class of members as they may deem necessary from time to time, except for the rights of Adult members in good standing in the event of liquidation.
- 2.4.5 The Board will determine the terms, conditions and fees for visitors or guests, playing and non-playing and these will be published in the Policies of the club.

### ARTICLE 3 Expulsion, Suspension and Reinstatement of Members

- 3.1 The Board may, after examining the facts, due investigation and consideration, by a majority vote at the regular or a special meeting of the Board, and upon complaint of any member in good standing, or upon it being brought to their attention by an Officer or employee of the BDTC, expel from the Club or suspend the member's privileges of BDTC for any definite or indefinite period of time any member who has broken any of the By-Laws or Policies Rules or Regulations of the BDTC, or has committed any offense which in the opinion of the Board is likely to bring discredit upon BDTC, or be detrimental to the comfort of its members, from all the rights and privileges of BDTC.
- 3.3 The member so complained against must be notified by the Secretary to appear and attend at the next meeting of the Board to hear such complaint and submit any defense he/she may have.
- 3.4 Should such member fail or neglect to appear at the Board meeting, the Board may proceed as specified above to consider the case.
- 3.5 The decision of the Board shall be transmitted by the Secretary, orally or in writing, to the member.
- 3.6 Any member so expelled or suspended may invoke the reinstatement procedure, whereby the Board may, in its sole discretion, and under any and such conditions as they may prescribe, reinstate to good standing any member who has been expelled, suspended or has resigned, or forfeited his/her membership, upon the recommendation of two (2) Adult members in good standing.
- 3.7 A reinstated member must pay all his/her outstanding financial liabilities to the Club before he/she can enjoy the privileges of the Club.

### ARTICLE 4 Resignations of Members

- 4.1.1 Membership resignations should be submitted to the Membership Director. All resignations from any office must be submitted to the Secretary in writing, and placed before the Board at their next regular meeting for action thereon.
- 4.1.2 A resignation so accepted shall not relieve or exempt the member from any financial obligations to the Club that he may have incurred

## ARTICLE 5 Liability of BDTC, Its Officers, Directors, Members and Employees

In the event of any personal property of any person, member of the BDTC or not, or employee or guest of the club, being lost, stolen, burned or damaged, or such person or persons being accidentally injured anywhere in or about the premises or grounds of BDTC, BDTC shall not be liable for any loss or injury thereby sustained, even though such loss or injury was caused, or may have been caused by, defects in the plant, equipment or other property of the BDTC, or by the fault, incompetence, or negligence of the Officers, Directors, members, or employees of BDTC.

## ARTICLE 6 Amendments

The Constitution and/or the By-Laws of the Club, in whole or in part, may be amended, deleted and/or repealed by:

- 6.1 A two-thirds vote of the members present at a Special General Meeting called for that specific purpose, and provided that the members have been notified in writing, under the signature of the President or Secretary, of the wish to do so, at least six (6) days previous to the meeting called to consider such action.
- 6.2 A two-thirds vote of the Board at a Meeting called to consider such action. This change in the Constitution or By-Laws, shall remain in force only and until ratified at the Annual Meeting or Special General Meeting called to consider such action. However, notwithstanding this clause, the Board shall not have the right, and cannot amend Article 2 Section 2.4.2 referring to the rights of Adult Members in Members in good standing, in the event of the winding-up of the Club.