

**ADOPTED AS THE BYLAWS OF
TENNIS – BRITISH COLUMBIA
AS OF THE 29 DAY OF September, 2018**

I DEFINITIONS:

A. In these Bylaws the following Definitions shall apply:

1. “Associate Club Member” means a Member who meets the requirements specified in Section II.A.2;
2. “Associate Individual Member” means a Member who meets the requirements specified in Section II.A.3;
3. “Board” means the Board of Directors of the Society;
4. “Directors” means the Directors of the Society for the time being;
5. “Directors-at-Large” means the Directors of the Society who are neither Officers nor the Immediate Past President of the Society;
6. “Full Club Member” means a Member who meets the requirements provided in Section II(A)(1);
7. “Immediate Past President” means the individual who served as the President of the Society immediately prior to the current Present of the Society;
8. “Member” means an applicant for incorporation of the Society and those persons who subsequently have become members, and in either case remain members, in accordance with these By-Laws – a Member may be a Full Club Member, an Associate Club Member, or an Associate Individual Member;
9. “Member in Bad Standing” means a person who has failed to pay his, her, or its current annual membership dues or any subscription or debt due and owing by the Member to the Society, and such person remains a Member in Bad Standing so long as the debt remains unpaid;
10. “Officers” means the President, First Vice-President, Second Vice-President, Secretary, and Treasurer of the Society;
11. “Open Tournament” means every tennis tournament or competition of any kind in which players who are not Members of the club holding the tournament or competition are allowed to enter or compete but shall not include inter-club or exhibition matches;
12. “Quorum” means 7 Members present or such greater number as the members may determine at a general meeting;
13. “Registered Address” of a Member means his, her, or its address as recorded in the Register of Members;
14. “Societies Act” means the *Societies Act* of British Columbia and all amendments to it;
15. “Society” means Tennis – British Columbia;

16. "Special Business" means:
- a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - b) all business transacted at an annual general meeting, except,
 - i) the adoption of rules of order;
 - ii) the consideration of financial statements;
 - iii) the report of the Directors;
 - iv) the report of the auditor, if any;
 - v) the election of Directors;
 - vi) the appointment of the auditor, if required; and
 - vii) the other business that, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Director issued with the notice convening the meeting;
17. "Voting Member" means a Member who is entitled to vote by these Bylaws, namely a Full Club Member.

- B. The definitions in the Societies Act on the date these Bylaws become effective apply to these By-Laws.
- C. Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

II. MEMBERSHIP

- A. There shall be the following categories of membership in the Society:

1. Full Club Members

A Full Club Member must be an organized tennis club which was a Full Member Club or a Facility Member under bylaws of the Society on the date immediately prior to the date that these Bylaws were adopted, or an organized tennis club which:

- (a) is a legal entity such as a society or a corporation;
- (b) has a lease or other recognized arrangement under which it controls and manages tennis courts and uses the courts to run tennis activities;
- (c) is responsible for court maintenance (including but not limited to: repair, resurfacing, painting, replacement, etc.), tennis programming, player development, organizing events and other club functions; and
- (d) charges its members an annual fee, periodic dues, or court rental fees for the availability of play and services.

2. Associate Club Members

An Associate Club Member must be an organized tennis club, tennis association or other tennis entity. An Associate Club Member does not need to meet the requirements of a Full Club Member.

3. **Associate Individual Members**

An Associate Individual Member must be an individual who has paid the current annual fee to obtain a player license in order to participate in any sanctioned event or activity of the Society.

B. **Right to Vote at and Receive Notice of General Meetings**

Full Club Members are entitled to vote at, and receive 14 days' notice of, general meetings of the Society. Other Members are not entitled to vote at or receive notice of general meetings of the Society.

C. **Application for Membership**

1. Any application to become a Member of the Society shall be made in writing to the Society and must contain such information as the Directors may from time to time require.
2. The categorization and acceptance of an applicant shall be determined by the Directors.

D. **Dues**

1. The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the annual general meeting of the Society. Dues for each Member shall be based on the category of membership of that Member.
2. The Society may charge such other dues as the Directors may from time to time determine to persons enjoying a benefit from the Society or for whom the Society agrees to provide a service.
3. All annual dues payable to the Society or its authorized representatives shall be due in full on March 1 in the year to which the dues relate. After March 1, the Directors may suspend or terminate any such Member failing to pay his, her, or its annual dues. In addition, such Member shall not be eligible for competitions sanctioned by the Canadian Tennis Association or the Society unless the Society exercises its discretion in favour of such Member.

E. **Ceasing to be a Member**

A person shall cease to be a Member of the Society:

- (a) by delivering his, her, or its resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on his or her death or, in the case of a corporation or society, on its dissolution, or
- (c) on having been a Member in Bad Standing for 12 consecutive months, or

- (d) on being expelled.
 - (i) A Member may be expelled by a special resolution of the Members passed at a general meeting.
 - (ii) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (iii) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

III GENERAL MEETINGS

A. TIME AND PLACE OF GENERAL MEETINGS

1. General meetings of the Society shall be held at the time and place and in accordance with the Societies Act that the Directors decide.
2. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting of the Society shall be within six months of year end.
3. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
4. An extraordinary general meeting may be called at any time by the Directors and the Secretary shall call an extraordinary general meeting upon receipt of written requisitions of three or 10% or more of the Voting Members for the transaction only of such business as may be specified in the requisitions, provided that such additional matters may be brought up for consideration if the Directors so desire.

B. NOTICE OF GENERAL MEETINGS

1. Notice of a general meeting, stating the place, day and hour of meeting and, in the case of special business, the general nature of that business, shall be forwarded by the Secretary to Voting Members at least 14 days before the date of such meeting. A copy of the annual financial statement of the Society together with the names of the nominees for the respective offices of the Society, if available, shall be included with the notice of an annual general meeting.
2. Accidental omission to give notice of any meeting to any Member or non-receipt by any Member of any notice forwarded to that Member, shall not invalidate any resolution or bylaw passed or any proceedings taken at such meeting.

C. PROCEEDINGS AT GENERAL MEETINGS

1. Quorum
 - (a) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;

- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
- (c) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

2. Chairman

- (a) Subject to (b), the President, or in the absence of the President, the First Vice-President, or in the absence of the President and the First Vice-President, the Second Vice-President, or in the absence of all three, one of the other Directors present, shall preside as Chairman of a general meeting.
- (b) If at a general meeting:
 - (i) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (ii) the President and all the other Directors present are unwilling to act as Chairman,the Members present shall choose one of their number to be Chairman.

3. Adjournments:

- (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4. Resolutions

No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.

5. Voting

- (a) A Member who is:
 - (i) not a Member in Bad Standing; and

- (ii) a Full Club Member; and
 - (iii) either present at a general meeting or represented by proxy
- shall have one vote. All other Members shall be non-voting.

- (b) Voting is by show of hands.
- (c) A Full Club Member may vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a Member and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.
- (d) Voting by proxy shall be permitted. The proxy holder shall be appointed by the representative concerned and shall be a member of an organization which is a Full Club Member of the Society.
- (e) In the case of any equality in votes, the Chairman shall have a casting vote, being his or her only vote.

6. Miscellaneous

- (a) The agenda and order of business for the annual general meeting shall be decided upon by the Directors;
- (b) Representatives attending meetings of the Society must be prepared to present credentials signed by the Secretary of the Member concerned, if called upon to do so, to the Secretary of the Society and proxy holders shall present their written authority to said Officer.

IV DIRECTORS

A General

1. Subject to:

- (a) all laws affecting the Society;
- (b) these Bylaws; and
- (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meetings,

the Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and without limiting the generality of the foregoing, the Directors shall have the power:

- (a) To decide all points of law or questions otherwise relating to the game of tennis which may be submitted to them for decision or to refer enquiries to the Executive Council of the Canadian Tennis Association;
- (b) To prohibit any acts or practices by persons or organizations which in the opinion of the Directors are detrimental to the interests of or contrary to regulations as laid down by the Canadian Tennis Association and to take such action as is deemed advisable if instructions of the Directors are disregarded;

- (c) To authorize and sanction tournaments or other forms of competition;
 - (d) To appoint and delegate persons to sub-committees for any purpose that may be desirable when the Board does not wish to use its authority in this respect;
 - (e) To maintain full responsibility of all funds and securities of Society and control the expenditures thereof;
 - (f) From time to time by resolution authorize the Treasurer with such other officer or officers as may be named in such resolution to sign, accept, draw and endorse, on behalf and in the name of the Society, deeds and contracts, cheques or bills of exchange and generally to conduct the banking business of the Society;
 - (g) Generally to do all such things as in the opinion of the Directors may be necessary or expedient to carry out effectively the purposes of the Society.
2. No rule made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

B. Election

- 1. At each annual general meeting, Voting Members shall elect as many Directors as is necessary to maintain the number of Directors at nine. The term of each elected Director shall be three years.
- 2. An election may be by acclamation, otherwise it shall be by ballot.
- 3. No individual shall be elected to the Board of Directors unless he or she is a member of a Full Club Member of the Society.
- 4. The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is, subject to these Bylaws, eligible for re-election at the meeting.

C. Board

- 1. The affairs of the Society shall be managed by a Board of Directors which shall be composed of the nine Directors elected at the annual general meeting and, ex officio, the Immediate Past President.
- 2. At the first meeting of the Board following the enactment of these Bylaws, the members of the Board shall choose from amongst themselves five Officers and four Directors-at-Large. At each subsequent meeting of the Board immediately following the annual general meeting, the members of the Board shall choose from amongst themselves as many Officers and Directors-at-Large as is necessary to maintain the numbers at five and four, respectively.

D. Nominations

- 1. There shall be a nominating committee consisting of those Directors whose term does not expire at the upcoming annual general meeting and the

Immediate Past President who shall be Chairman. The nominating committee shall, 60 days prior to the annual general meeting, nominate persons to stand for election to the Board at the next annual general meeting.

2. By notice to the Society given 45 days prior to the annual general meeting, any Voting Member may nominate candidates for the position of Director.
3. A list of the nominations, together with a statement of the present occupation and employment of each nominee and the offices or positions held by that nominee in tennis organizations during the preceding five years, shall accompany the notice calling the annual general meeting.

E. Removal and Resignation

1. If a Director resigns or otherwise ceases to hold office, the remaining Directors shall appoint a replacement Director, to serve for the remainder of the term of the Director being replaced.
2. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
3. The Voting Members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office of the Director being removed.

F. Meetings

1. Time and Place

- (a) A Director may at any time convene a meeting of the Directors.
- (b) The Directors may meet together at any appropriate place for the dispatch of business.

2. Chairman

The President shall be Chairman of all meetings of the Directors but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be a Chairman at that meeting.

3. Quorum

The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors.

4. Resolutions

- (a) No resolution proposed at a meeting of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
- (b) The adoption of any proposed resolution shall be decided by a majority of votes.
- (c) In case of an equality of votes, the Chairman shall have a second or casting vote.

- (d) A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

5. Notice

- (a) For a first meeting of Directors held immediately following appointment or election of a Director or Directors at an annual or other general meeting of Members or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
- (b) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or email of any meeting of the Directors and may, at any time, withdraw the waiver and until the waiver is withdrawn,
 - (i) no notice of meetings of Directors shall be sent to that Director; and
 - (ii) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

G. Delegation of Powers

- 1. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
- 2. A committee so formed in the exercise of the power so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 3. A committee shall elect the chairman of its meetings, but if no chairman is elected or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 4. The members of a committee may meet and adjourn as they think proper.

H. Appeal

All decisions of the Directors shall be complied with immediately but an appeal therefrom may be taken by the Member or individual concerned to the next annual general meeting of the Society or to an extraordinary general meeting of the Society, provided that 14 days' notice of appeal shall be forwarded to the Secretary of the Society.

V OFFICERS

A. General

The Officers of the Society shall be those Directors so chosen at the first meeting of the Board following the annual general meeting.

B. Duties

1. President:

- (a) The President shall be responsible for the general supervision, business and affairs of the Society. If present, he or she shall preside at all meetings dealing with the affairs of the Society.
- (b) The President shall be, ex officio, a member of all committees of the Society.

2. Vice-Presidents

During the absence or inability of the President, the Vice-Presidents shall, in order of their seniority as Vice-Presidents, have the duties and powers of the President. If either Vice-President exercises any such duty or power, the absence or disability of the President shall be presumed with reference thereto. The Vice-Presidents shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her or as the Board may prescribe.

3. Secretary

- (a) The Secretary shall:
 - (i) conduct the correspondence of the Society;
 - (ii) issue notices of meetings to the Society and Directors;
 - (iii) keep minutes of all meetings of the Society and Directors;
 - (iv) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (v) have custody of the common seal of the Society; and
 - (vi) maintain the Register of Members.
- (b) The Secretary shall be an ex officio Member of all committees of the Society.
- (c) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

4. Treasurer

The Treasurer shall:

- (a) receive all dues or other monies payable to the Society and issue receipts therefor (all funds and securities in the custody of the said Officer shall be deposited in such bank or banks as the Directors may from time to time direct);

- (b) report in writing the state of the finances of the Society whenever so requested by the Directors and present at the annual general meeting a duly audited report, showing all receipts and expenditures for the last fiscal year;
- (c) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and render financial statements to the Directors, Members and others when required.

5. Executive Committee

The Executive Committee shall consist of four Directors selected by the Board after each annual general meeting and shall have the authority to handle the day-to-day affairs of the Society subject to final approval of the Board of Directors.

C. Term

No Officer can hold the same office for more than three consecutive years.

The Directors may remove an Officer before the expiration of his or her term of office.

VI GENERAL RE DIRECTORS AND OFFICERS

A. Remuneration

- 1. Directors shall serve as Directors and, where applicable, as Officers, without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Director or Officer.
- 2. The Board may award special remuneration to anyone undertaking special work or a special mission on behalf of the Society.

B. LIABILITY

No Director, whether in his or her capacity as a Director or as an Officer, shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful misconduct or gross negligence.

C. Indemnities

Subject to the Societies Act:

1. The Board is authorized from time to time to cause the Society to give indemnities to any Director whether in his or her capacity as a Director or an Officer or both, or to any other person who has undertaken or is about to undertake any liability on behalf of the Society and to secure such Director, Officer or other person against loss by mortgage and charge upon the whole of any part of the real and personal property of the Society.
2. Any action from time to time taken by the Board under this sub-clause shall not require approval or confirmation by any Member.
3. The Society hereby consents that every Director in his or her capacity as Director or Officer or both and his or her heirs, executors, administrators and estate and effects, respectively, from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:
 - (a) all costs, charges and expenses whatsoever which such person may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her in or about the execution of his or her office; and
 - (b) all other costs, charges and expenses he or she sustains or incurs, in or about or in relation to the affairs thereto,

except such costs, charges and expenses as are occasioned by his or her own wilful misconduct or gross negligence. The Society may purchase and maintain insurance for the benefit of any other person referred to herein against the liabilities referred to above.

D. Conflicts

1. Directors shall avoid, and refrain from involvement in, or situations of, conflict of interest unless the same is approved in accordance with the provisions of Article VI.D.3.
2. The Society depends on the integrity of each Director to complete his or her assessment of his or her individual conflicts of interest, if any, and assurance in writing may be required from time to time by the President or the Board that no conflicts of interest exist.
3. Any Director who is involved in a conflict of interest shall make full disclosure of such involvements to the President, who will rule on the conflict and may require discontinuation of the activity or consent to it in writing. The President will at the next meeting of the Board of Directors report the conflict disclosure and his or her disposition of the same and the Board will then either endorse the President's action or vary it as it sees fit.

4. In the event a Director declares a conflict of interest and remains a member of the Board thereafter, he or she shall declare the same and not vote in any decisions of the Board where the said conflict might be relevant.
5. A Director shall not use inside information for personal gain. Material inside information must not be disclosed to anyone, except persons within the Society whose positions require them to know it, until it has been publicly released. A Director must not purchase or sell assets, the value of which might be affected by the Society's actions or plans, when he or she has knowledge or material inside information with respect to the same which has not been disclosed to the public.
6. A Director shall at all times maintain the confidentiality of all information and records that are the property of and shall not make use of or reveal such information until such time as it becomes a matter of general public knowledge.
7. No official announcement of a policy nature involving the Society shall be made except with the prior approval of the majority of the Board.

VII STAFF

- A. The Society may employ an Executive Director or Chief Executive Officer and such other employees as shall be necessary for the proper operation of the Society.
- B. The Executive Director shall have authority, subject to the authority and supervision of the Board, to manage and direct the business and affairs of the Society, which shall include authority, except for those employees and agents of the Society appointed directly by the Board, to appoint and remove all employees and agents of the Society to and from positions established from time to time by the Board and to settle the terms of their employment and remuneration within guidelines established by the Board.
- C. The Executive Director shall report to the President as Chairman of the Board on an ongoing basis.

VIII SEAL

- A. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- B. The seal of the Society shall remain in the custody of the Secretary and shall be affixed to any documents only on the resolution of the Director and in the presence of the Secretary and:
 1. the President; or
 2. either of the Vice-Presidents in the event that persons are not prescribed in the resolution.

IX BORROWING

- A. 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 such manner as they decide and in particular but without limited the generality of the foregoing, by the issue of debentures.
- B. No debenture shall be issued without the sanction of a special resolution.
- C. The Voting Members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

X AUDITOR

- A. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
- B. At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
- C. An auditor may be removed by ordinary resolution.
- D. An auditor shall be informed forthwith in writing of appointment or removal.
- E. No Director or employee of the Society shall be auditor.
- F. The auditor may attend general meetings and is entitled to notice thereof.

XI NOTICES TO MEMBERS

- A. A notice may be given to a Member, either personally, by mail, or by email to him, her or it at his, her, or its registered address.
- B. 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 that the notice was properly addressed and put in a Canadian post office receptacle.

XII TOURNAMENTS

- A. **Approval**
 - 1. All tournaments and events held in British Columbia which either offer "Association of Tennis Professional (A.T.P.) Points" or are designed as "Special Events" by the Canadian Tennis Association shall be subject to the annual approval of the Executive Council of that association through the Secretary and shall be liable for the stipulated sanction fee of the Canadian Tennis Association.
 - 2. All Open Tournaments held in British Columbia shall be subject to the approval of the Directors of the Society.

B. Sanction and Remittance of Fees

1. In order to prevent the overlapping of tournaments and the holding of unauthorized open tournaments, it shall be the duty of each Full Club Member and Associate Club Member to forward to the Secretary of the Society not later than January 1 in each year, the proposed date of an Open Tournament to be held, for sanction by the Directors.
2. All Full Club Members and Associate Club Members holding open tournaments shall remit to the Treasurer of the Society sanction fees, to be determined by the directors from time to time.

C. ELIGIBILITY TO COMPETE

1. All residents of British Columbia are eligible to compete in open tournaments provided that they are:
 - (a) Members; and
 - (b) not Members in Bad Standing.
2. Non-residents may not enter tournaments sanctioned by the Society unless they are members of an organization affiliated with the Canadian Tennis Association, or unless the Society shall expressly permit such player to participate in such tournament upon such terms as may be prescribed by the Society.

XIII REPORTING PROVISIONS

A. Auditor

The Society must have an auditor.

B. Requirements for changing auditor

At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless:

- (a) the incumbent auditor has declined reappointment, or
- (b) at least 14 days' written notice of the proposed resolution has been given to:
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor.

C. Comparative financial statements

The financial statements of the Society must be prepared as comparative financial statements relating separately to:

- (a) the period determined under Section 35 (2) of the Societies Act, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

D. Exception to requirement for comparative financial statements

Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under Section 35(2) of the Societies Act if the reason for doing so is set out in the financial statements.

E. Providing financial statements and auditor's report to auditor and members

At least 10 days before the date of each annual general meeting the Society must send to the auditor and to each member a copy of:

- (a) the financial statements that are to be presented at the meeting, and
- (b) the auditor's report, as defined in Section 1 of the Societies Act, on those financial statements.

F. Providing financial statements and auditor's report to security holder

The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in Section 1 of the Societies Act, on those financial statements.

XIV OTHER PROVISIONS

1. The Society shall be carried on without object of gain for its Members or Directors, and any profits or other accretions to the Society shall be used in promoting its purposes. This provision was previously unalterable.
2. 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 such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision was previously unalterable.
3. To better achieve the purposes of the Society as expressed above, the Society recognizes the following zones of British Columbia which are identical to those zones used in the British Columbia Games:
 - (a) Zone 1 - Kootenays
 - (b) Zone 2 – Thompson Okanagan
 - (c) Zone 3 - Fraser Valley
 - (d) Zone 4 - Fraser River
 - (e) Zone 5 - Vancouver Coastal
 - (f) Zone 6 - Vancouver Island Central Coast
 - (g) Zone 7 - North West
 - (h) Zone 8 - Cariboo North East