

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of

### **PETERBOROUGH PICKLEBALL ASSOCIATION**

(the "Corporation")

#### **Section 1 – General**

1.01 **Definitions:** In this by-law, unless the context otherwise requires:

1. "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Articles" means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "Board" means the board of directors of the Corporation;
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
5. "C.E.O." means the Chief Executive Officer of the Corporation, if one is appointed, being the most senior employee of the Corporation;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Executive" means a Director who is also an officer of the Corporation;
8. "Member" means an individual who is member of the Corporation as per Section 8;
9. "Members" means the collective membership of the Corporation; and
10. "Officer" means an officer of the Corporation.
11. "Special Meeting" shall mean any meeting of the Members that is not the Annual General Meeting of the Members.

### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 – Directors**

### **2.01 Election and Term and Number**

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be three (3) years, commencing from the date of the annual meeting at which they are elected, or until their successors are elected or appointed. Subject to the Act, a Director may serve for three (3) consecutive terms.

A Director may re-qualify for election to the Board after an absence of at least one (1) year.

Subject to the Act, the Articles, and/or a special resolution of the Members, the Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors. If

permitted by the Act, the members may pass a special resolution to permit the Directors to determine the number of Directors.

## **2.02 Vacancies**

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the President or Secretary, which resignation shall be effective at the time it is received by the President or Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies;
3. If a Director becomes bankrupt;
4. If the Director is found to be incapable of managing property by a court or under Ontario law; or
5. If, at a meeting of the Members, a resolution by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

## **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, or, if applicable, these by-laws, the Directors in office shall, without delay, call a special meeting of Directors to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Director;
3. The Board may fill any other vacancy by a majority vote (at meeting of the Directors provided there is quorum), and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## **2.04 Committees**

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.05 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their duties.

## **2.06 Powers**

Subject to the Act, the Directors shall manage and/or supervise the affairs and activities of the Corporation.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to develop and implement one or more Codes of Conduct applicable to Members and/or participants of the activities managed by the Corporation.

Furthermore, the Directors may purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Agency, for such consideration and upon such terms and conditions as they may deem advisable.

# **Section 3 - Board Meetings**

## **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President, or, in their absence, any member of the Executive at any time and any place on notice as required by this By-law.

## **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 President as Chair**

The President shall chair all Board meetings. In the absence of the President, the Vice-President shall act as Chair. In the absence of both the President and Vice-President, the Board shall appoint another Director to act as Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair shall not have a vote unless it is required to break a tie. If requested by a Director, a vote on any matter shall be recorded, with the vote of each Director being documented in the Minutes indicating their assent or dissent. Directors who have been recused due to a declared conflict of interest shall not be eligible to vote and their vote will not be entered into the minutes.

All votes at any Board Meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken by show of hands to indicate assent or dissent. A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **3.06 Participation by Telephone or Other Communications Facilities**

A Director may participate in a meeting of the Board or of a committee of Directors by electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**3.07** No one who is not a Director shall be entitled to attend a Board Meeting unless that person is invited to attend the Board Meeting by the Directors.

**3.08** A majority of the Directors elected or appointed (as the case may be) shall constitute a quorum for the transacting of business at a meeting of the Directors.

## **Section 4 – Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on **December 31** in each year or on such other date as the Board may from time to time by resolution determine.

### **4.03 Cheques, Etc.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two (2) such officers or agents may endorse notes or drafts for collections on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two (2) such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the Bank's forms or settlement of balances and release or verification slips.

### **4.04 Borrowing**

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; and/or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time, the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys

borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

#### **4.05 Deposit of Securities for Safe Keeping**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time only upon the written order of the Corporation signed by such officers, or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions may be so selected as custodians of the Board of Directors and shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **Section 5 – Officers**

#### **5.01 Officers**

The Board shall appoint from among the Directors a President and may appoint any other person to be Vice President, Treasurer and Secretary (at its first meeting following the annual meeting of the Corporation). The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

#### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

#### **5.03 Duties**

Officers shall be responsible for the duties assigned to them.

#### **5.04 Duties of the President**

The President shall, when present, chair all meetings of the members of the Corporation and of the Board of Directors. The President acts as the key contact and liaison between the Board and the C.E.O. (if applicable). The President with the Vice President, Treasurer,

Secretary or other officer appointed by the Board for the purpose shall sign all by-laws, Board policies, and other legal documents and agreements. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### **5.05 Duties of the Secretary**

The Secretary shall ensure that all books required by the Act, and such further records as may be required by the Board of Directors to be kept, are kept from time to time.

#### **5.06 Duties of the Treasurer**

The Treasurer, or person performing the usual duties of a Treasurer, shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/ her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### **5.07 Duties of other Officers**

The duties of all other officers of the Corporation shall be as such as the terms of their engagement call for or the Board of Directors requires of them.

### **Section 6 - Protection of Directors and Others**

#### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the



Corporation 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 which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - Conflict of Interest**

### **7.01 No Benefit**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Subject to the Act and the Corporation's policies and procedures, a Director shall not participate in any discussion on any matter and/or vote on any matter if doing so would constitute a conflict of interest or if doing so would reasonably be perceived as a conflict of interest.

## **Section 8 – Members**

### **8.01 Members**

Subject to the Articles, there shall be three (3) class of Members: (1) Regular; (2) Associate; and (3) Junior.

- (1) Regular Membership: Regular Membership shall be available to those individuals who are interested in furthering the Purposes of the Corporation; are members of the Pickleball Canada Association; are members of the Pickleball Association of Ontario;

have applied to become Regular Members and have been admitted to Membership by the Board of Directors and have paid the applicable "Regular" Membership Dues;

(2) Associate Membership: Associate Membership shall be available to those individuals or corporation who are interested in furthering the Purposes of the Corporation have been admitted to Membership as an Associate Member by the Board and have paid the applicable "Associate" Membership Dues;

(3) Junior Membership: Junior Membership shall be available to those individuals under 18 years of age who are interested in furthering the Purposes of the Corporation have been admitted to Membership as an Junior Member by the Board and have paid the applicable "Junior" Membership Dues;

Subject to the Articles each Member in good standing shall be entitled to receive notice of, all meetings of the Members of the Corporation. Only Regular Members shall have the right to vote at all Meetings of the Members.

### **8.02 Membership Non-Transferable**

Membership in the Corporation is not transferable.

### **8.03 Termination of Membership**

The Board may, at any time, revoke the membership of any Member of the Corporation by Resolution of the Board at any meeting of the Board provided that, in such a case, the applicable Member shall be given at least 15 days' written notice of the proposed termination with reasons; and the member shall be given an opportunity to be heard by the Board, either orally or in writing not less than five days before the termination becomes effective.

Membership shall be automatically terminated in the event the Member fails to pay their membership dues within thirty (30) days of the dues becoming payable.

Membership shall terminate upon a Member's Death or upon resignation.

### **8.04 Membership Dues**

The Board may set Membership Dues payable for each class of Membership.

## **Section 9 - Members' Meetings**

### **9.01 Annual General Meeting**

The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Notice of Annual General Meeting**

Subject to the Act, not less than 10 and not more than 30 days' written notice of any Annual General Meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

### **9.03 Special Meetings**

A Special Meeting of the Members may be called by the Board, on its own initiative, at any time by providing not less than 10 and not more than 30 days' written notice to the Members entitled to receive notice;

Upon the written requisition for a Special Meeting by Members carrying not less than 10% of the votes that may be cast at a Meeting of the Members, the Board shall call a Special Meeting within 21 days from the date of the deposit of the requisition, unless the requested meeting concerns a matter for which the Board is not required to call a meeting pursuant to the Act.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is 5% of the Members entitled to vote at the Meeting, or 10 Members entitled to vote, whichever number is greater, whether present in person or virtually. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. This may occur if, for instance, a Member has had to leave a meeting early, or a Member has been recused due to a declared conflict of interest.

#### **9.05 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act. Each Regular Member shall be entitled to one (1) vote.

### **Section 10 – Notices**

#### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

#### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

### **Section 11 - Adoption and Amendment of By-laws**

#### **11.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

#### **11.02 Effective Date**

This by-law shall come into force when passed by the Board following incorporation of the Corporation.

**Enacted this       day of       , 2025.**

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**President**

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**Secretary**

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