BYLAW No. 1

A Bylaw relating generally to the conduct of the affairs of the

PICKLEBALL ASSOCIATION OF ONTARIO

(hereinafter called “P.A.O.”)

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the Canada Corporations Act on the 17th day of February 2011.

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the Canada Not-for-Profit Corporations Act S.C. 2009, c.23;

NOW THEREFORE BE IT ENACTED as a general operating Bylaw of the Corporation to take effect in accordance with Article 16 as follows:

Article 1: Definitions

1. In all Bylaws and resolutions of the Corporation, unless the context otherwise requires:

(a) “Act” means the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.

(b) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

(c) “Articles” means the original or restated articles of incorporation or articles of amendment of the Corporation.

(d) “Bylaws” means any Bylaw of P.A.O. from time to time in force and in effect.

(e) “Board” means the Board of Directors of P.A.O.

(f) “Member” means a member of the P.A.O.

(g) “Membership” means the collective membership of the P.A.O.

(h) “Director” means a voting member in good standing who is elected by the members to the P.A.O Board.

(i) “Voting Member” means a Member of P.A.O. who is entitled to attend and vote at a meeting of the Members.
(j) “Non-Voting Member” means a Member of the P.A.O. who is entitled to attend but not vote at a meeting of the Members.

(k) “Officer” means a President, Vice President, Treasurer or Secretary elected or appointed pursuant to Article 7.3.4 of this Bylaw by the Directors.

(l) “Policies” means the operating policies approved by the Board in accordance with Article 9 of this by-law.

(m) “Ordinary Resolution” means a resolution passed by a majority vote of the votes cast on that resolution.

(n) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast by the members on that resolution.

(o) “Administrator(s)” means a member in good standing appointed by the board to assist with operational responsibilities and tasks in financial and/or membership and/or website management.

2. **Ruling on By-laws**

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

3. **Interpretation**

Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.

4. **Language**

These By-laws have been drafted in English and the French text is a translation. In the case of conflicting interpretations, the English version will prevail.
Article 2: Mandate

The mandate of the P.A.O. is to assist and promote the growth of Pickleball as a game for all ages in the province of Ontario.

The Corporation shall:

(a) Provide a positive environment that supports fun and exercise for all participants.
(b) Maintain its’ status as an independent organization.
(c) Promote and maintain programs that enhance the quality of pickleball in the community.
(d) Be a non-profit and financially independent organization with a stable financial base.
(e) Develop on-going leadership.
(f) Develop and provide member services to the players.
(g) Increase the members’ knowledge of all elements of the sport of Pickleball.
(h) Sponsor and promote tournament play at the provincial level.

Article 3: Membership

Individuals who have paid the current year membership fee are eligible to be members of P.A.O. Most members will be Pickleball players at the various clubs and centres in the province of Ontario but that is not a requirement. Members shall be included without discrimination.

1. Application for Membership

Application for membership should be submitted in the proper form to P.A.O.

Article 4: Classes of Members

There shall be two classes of membership in the Corporation:

1. Voting Members

Individuals who have paid the current year membership and who reside in the province of Ontario. Such individuals are entitled to attend the Meeting of the Members and vote.

2. Non-Voting Members

Individuals who have paid the current year membership and who reside outside the province of Ontario. Such individuals are entitled to attend the Meeting of the Members but are not eligible to vote.
Article 5: Dues, Suspension and Expulsion

1. **Dues**

The Board shall establish the monetary amount for membership dues.

2. **Suspension or Expulsion of Members**

The Board shall have the power to suspend or expel any member for cause according to P.A.O. policies and procedures relating to discipline. Any member who fails to pay dues when they are due shall automatically be suspended from membership.

3. **Good Standing**

   **Definition** – A Member of the P.A.O. will be in good standing provided that the Member:
   a) Has not ceased to be a Member;
   b) Has not been suspended or expelled from Membership, or had other restrictions or sanctions imposed;
   c) Has completed and remitted all documents as required by the P.A.O;
   d) Has complied with the By-laws, policies, procedures, rules and regulations of the P.A.O.;
   e) Is not subject to a disciplinary investigation or action by the P.A.O., or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
   f) Has paid all required Membership dues or debts to the P.A.O., if any. up and until the end of the grace period.

4. **Cease to be in Good Standing**

Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

Article 6: Annual General Meeting of Members

1. **Annual General Meeting of Members**

The Annual General Meeting of P.A.O. for the transaction of such business as shall come before the voting members shall be held between May 1 and October 31. A Meeting of the Members may be held at any time and place in the province of Ontario as determined by Ordinary Resolution of the Board.

2. **Notice of Annual General Meeting**

Written notice of the time, place and the purpose of the Annual General Meeting of P.A.O. including by-law amendments shall be electronically mailed to all eligible members not less than 30 or more than 60 days before the meeting. All notices shall be directed to the e-mail addresses appearing in the records of P.A.O.
3. **Voting**

Voting members must be present in person or electronically at the Annual General Meeting or Meeting of the Members to register a vote. A majority vote of those present shall constitute the action of P.A.O. except for by-law amendments that require a 2/3 majority for adoption.

4. **Order of Business**

The suggested order of business at the Annual General Meeting of P.A.O. shall be as follows:

(a) Report certifying eligible voting  
(b) Approval of Agenda  
(c) Declaration of any conflict of interest  
(d) Minutes of previous Annual General Meeting  
(e) Report of President  
(f) Report of Secretary  
(g) Report of Treasurer  
   a. Auditor’s Report  
   b. Appointment of Auditor  
(h) Report of Committees  
(i) Miscellaneous or Special Business  
(j) Report of Nominating Committee  
(k) Election of New Directors  
(l) Adjournment

5. **Rules of Order**

Any questions of procedures that have not been provided for in this Bylaw or by the Act, shall be determined by the chair of the meeting in accordance with the most current edition of *Robert’s Rules of Order*.

6. **Article 7: Board of Directors**

1. **Responsibilities**

Subject to the Act and the Articles, P.A.O. shall be managed by its Board of Directors, who shall establish, regulate and direct the policies and objectives of the P.A.O. The Directors shall direct, review and approve all matters concerning P.A.O. including the power to approve the budget of the Corporation. All Directors will be elected to the Board by a majority vote of the members present at the Annual General Meeting. All Directors are subject to the bylaws, procedures and policies of the P.A.O.
2. **Composition**

The members of the Board shall consist of a minimum number of six (6) Directors and a maximum of twelve (12) Directors who must be residents of the Province of Ontario. The precise number of Directors on the Board shall be determined from time to time by ordinary resolution of the Board. The Board should include members with diverse skills, ages, gender and backgrounds who are also geographically diverse.

3. **Election and Term**

Each Director shall be elected. The election of Directors to fill any vacancies shall take place at each Annual General Meeting. Directors shall be appointed for a maximum three (3) year term of office. All Directors may serve more than one (1) Term of Office subject to being re-elected as Director but shall not serve more than two consecutive Terms.

A former Director who has served two terms of office and who is qualified pursuant to Article 4.1 may let his/her name stand for re-election following the expiry of one full term of office.

4. **Vacancy in Office**

If a vacancy shall occur on the Board, the remaining members of the Board may, by a majority vote, elect a successor from among the members for the remainder of the vacating Officer’s term of office.

5. **Quorum**

At any meeting of the Board a simple majority of Directors present shall constitute a quorum and have the authority to conduct business. Electronic communication for meetings is acceptable.

6. **Telephone Conference Meetings**

Members of the Board may participate in a meeting by means of a conference telephone or internet of which all persons participating in the meeting can hear each other.

7. **Action without a Meeting**

Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting. All the members of the Board or committee must consent in writing, including electronic mailing (email), to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a vote of the Board of Directors.

8. **Removal of Officer or Director**

At any meeting of the Board, any Officer or member of the Board may, by majority vote of the Board, be removed from office, with or without cause, and a successor may be elected pursuant to the provisions of these Bylaws.
**Article 8: Officers**

1. **Appointment**

The Board shall appoint all Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation.

The Board shall elect a President, Vice President, Treasurer and Secretary by majority vote at the first meeting of the Directors following the Annual General Meeting. Duties and responsibilities of Officers shall be those outlined in the policies of the P.A.O.

The Officers of P.A.O. shall be at minimum President, Vice President, Secretary, and Treasurer, all of whom shall serve without compensation. All Officers shall take office immediately following the Annual General Meeting. Officers shall hold their position for a period of one (1) year, and may be elected to a subsequent term or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. A vacancy in the office of the President shall be succeeded by the Vice-President.

**Article 9: Committees**

1. **Appointment of Committees**

The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation. The Board may prescribe the duties of Committees and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

2. **President Ex-officio**

The President shall be an ex-officio member of all committees, except the Nominating and Executive Committee, and shall have no voting power on any committees. The President, with the approval of the Board, shall appoint the chairperson and members of each committee. In the event of the President’s failure to make such appointments, the Board shall do so.

3. **Meetings of Committees**

Meetings of any committee shall be held at such place and at such time as may be fixed by its chairperson. One half of the members of any committee shall have the power to convene a meeting.

4. **Minutes of Meetings**

All committees shall keep minutes of their proceedings, copies of which will be sent to the Secretary for filing. The results of any telephone, mail or email vote shall be recorded in the minutes of the next meeting of the committee.
5. **Duties of Committee Chairperson**

The chairperson of each committee shall preside at all committee meetings, be responsible for the functioning of the committee and reporting on activities to the Board. The chairperson, unless a secretary is appointed to the committee, shall be responsible for giving notice of all meetings and shall be responsible for keeping a record of its proceedings.

**Article 10: Adoption and Amendment of Bylaws and Regulations**

1. **Bylaws**

The Bylaws shall be subject to amendment, and new bylaws not inconsistent with any provision of the Articles of Incorporation may be adopted by the affirmative vote of a 2/3 majority of the members at a regular annual or special general meeting. No proposed amendment of these Bylaws shall be adopted by the Board unless members of the P.A.O. have been given notice of the proposed amendment.

2. **Process for Submitting Amendment of Bylaws**

Any member in good standing to the Board may submit a proposed bylaw or amendment 90 days in advance of the Annual General Meeting.

**Article 11: Operating Policies**

The Board may adopt, amend, or repeal by Ordinary Resolution such operating policies that are not inconsistent with the Bylaws of the P.A.O. relating to such matters as terms of reference of committees, duties of Officers, code of conduct, conflict of interest as well as procedural and other requirements, as may from time to time be deemed appropriate by the Board. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**Article 12: Fiscal Year Finance and Management**

1. **Fiscal Year**

   The fiscal year of the P.A.O will be determined by the Board of Directors.

2. **Bank**

   The banking business of the P.A.O will be conducted at such financial institution as the Board may designate.

3. **Auditor**

   At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to review the books, accounts and records of the P.A.O. in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the P.A.O. but will have remuneration fixed by the Directors.
4. **Annual Financial Statements**

The P.A.O. will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Members of the procedure for obtaining a copy of the documents themselves free of charge. The P.A.O. is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

5. **Books and Records**

The necessary books and records of the P.A.O. required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the P.A.O. will not be available to the general Membership of the P.A.O. but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the P.A.O. in accordance with the Act.

6. **Signing Authority**

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the P.A.O. will be executed by at least two of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any instrument or class of instruments may or will be signed.

7. **Property**

The P.A.O. may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8. **Borrowing**

The Board may borrow money upon the credit of the P.A.O., after ascertaining consent from the Members by way of Special Resolution, as it deems necessary,

a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

b) To limit or increase the amount to be borrowed;

c) To issue or cause to be issued bonds, debentures or other securities of the P.A.O. and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the P.A.O., by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the P.A.O., and the undertaking and rights of the P.A.O.

9. Remuneration

All Directors, Officers and Member of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Member of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or Member of a Committee from serving the P.A.O. in any other capacity and receiving compensation therefor.

Article 13: Execution of Documents

1. Contracts, Documents and Instruments

Contracts, documents or any instruments in writing requiring the signature of the P.A.O., shall bear the signature of at least two of the Officers, and all such contracts, documents and instruments in writing so signed shall be binding upon the P.A.O. without any further authorization or formality.

2. Cheques, Drafts or Orders

Cheques, drafts or orders for the payment of money, notes, acceptances and bills of exchange, may be drawn, accepted, endorsed and signed by such Officers and the Financial Administrator of the P.A.O. in such manner as the Board may from time to time designate by Ordinary Resolution. A P.A.O. bank account must be used to transact all P.A.O. finances.

Article 14: Books and Records

All books of account of the activities of P.A.O. shall be kept electronically by the Treasurer. The Secretary shall keep electronic copies of the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.
**Article 15 Protection of Directors and Volunteers**

Every Director of P.A.O., in exercising his/her powers and discharging his/her duties, shall act honestly and in good faith with a view to the best interests of P.A.O. and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director, or for any damage or expense happening to the corporation.

Subject to the foregoing, no P.A.O. administrative volunteer shall be liable for the acts, receipts, neglects or defaults, or, of any other volunteer or Director, when acting in good faith with a view to the best interests of the P.A.O. and within the scope of his/her duties for the P.A.O.

**Article 16: Amendment of Bylaws**

1. **Voting**

These By-laws may only be amended, revised, repealed or added to by:
   a) An Ordinary Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Any amendments, revisions, addition or deletions will be effective immediately.
   b) The Board of Directors by way of Ordinary Resolution. Any amendments, revisions, addition or deletions will be effective until the next Members meeting at which the Members will by Special Resolution amend, revise or delete the Bylaws approved by the Board.

**Article 17: Notice**

1. **Written Notice**

   In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

2. **Date of Notice**

   Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

3. **Error in Notice**

   The accidental omission to give notice of a meeting of the Board of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.
Article 18: Dissolution

Upon the dissolution of the P.A.O., any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

Article 19: Indemnification

1. Will Indemnify

The P.A.O. will indemnify and hold harmless out of the funds of the P.A.O each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

2. Will Not Indemnify

The P.A.O will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

3. Insurance

The P.A.O. will, at all times, maintain in force such directors’ and officers’ liability insurance as may be approved by the Board.

Article 20: Effective Date

This Bylaw is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the Canada Not-for-Profit Corporations Act and approval of the Bylaw by Special Resolution of the Members.

Enacted by the Directors of the Corporation this 14th day September 2018

President: _______________________
Secretary: _______________________

PAO BYLAW #1
DATES OF AMENDMENTS
Version 1: March 9, 2011 – first edition
Version 2: September 6, 2012
Version 3: September 17, 2014
Version 4: September 16, 2015
Version 5: September 14, 2018