

PICKLEBALL ONTARIO BYLAW No. 1

Preamble

A Bylaw relating generally to the conduct of the affairs of the PICKLEBALL ONTARIO:

WHEREAS the Corporation was granted Letters Patent by the Provincial Government, under the Corporations Act on the 17th day of February 2011,
AND pursuant to the amendments to the Articles of the Incorporation made November 9, 2022, under the Ontario Not For Profit Corporations Act,
NOW THEREFORE BE IT ENACTED as a general operating Bylaw of the Corporation to take effect in accordance with Article 18 as follows:

1.1 Definitions

"Act" means the Not-for-Profit Corporations Act, S.O. 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment of Pickleball Ontario;

"Bylaws" means all bylaws enacted by Pickleball Ontario as amended and which are, from time to time, in force and effect;

"Board" means the Board of Directors of Pickleball Ontario;

"Chair" means the person appointed to chair Pickleball Ontario meetings. The President of Pickleball Ontario is the ex officio chair of meetings, unless determined otherwise by the President or the Board by way of Ordinary Resolution;

"Corporation" means the Corporation of Pickleball Ontario which passed these bylaws. References made to Pickleball Ontario, PAO and Pickleball Association of Ontario are synonymous and may be used interchangeably except where the corporate name is required;

"Director" means a person occupying the position of director of Pickleball Ontario;

"Member" means a club or individual who meets the criteria for membership described herein and has been granted membership into Pickleball Ontario as a voting or non-voting member. A reference to members means more than one member but does not necessarily describe the whole membership;

"Member Club" a pickleball club that has entered into a Member Club Agreement with Pickleball Ontario and agreed to all the terms and conditions required in the agreement, these bylaws and POA Policy. It includes each of the Regional Virtual Clubs;

"Member Club Agreement" is an agreement made between Pickleball Ontario and a club to join as a member with Pickleball Ontario and to adhere to the conditions of being a member club. The term "Member Club Agreement" and "Affiliate Agreement" are interchangeable.

"Membership" refers to the collective number of members, belonging to the Pickleball Ontario;

“Officer” includes a Chair, President, Vice President, Treasurer and Secretary elected or appointed pursuant to Article 8 of this Bylaw, by the Directors;

“Ordinary Resolution” means a resolution passed by a majority vote of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.

“Person” includes a corporation except where prescribed in this bylaw or other directives;

“Policies” means the policies approved by the Board in accordance with this bylaw;

“Regulations” means the regulations made pursuant the Act.;

“Special Resolution” means a resolution that is submitted to a special meeting of the members of Pickleball Ontario duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each member of Pickleball Ontario entitled to vote at a meeting of the members of Pickleball Ontario.

Article 2 Administration

2.1 Ruling on Bylaws

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

2.2 Official and Unofficial Names and References

PICKLEBALL ONTARIO is the official name of the Corporation, to be used where required on official documents.

The references “PAO” is recognized as unofficial name that may be used to refer to Pickleball Ontario, except when the official name is required.

2.3 Interpretation

Other than as specified in Article 1 (Definitions), all terms contained in this bylaw that are defined in the Act shall have the meanings given to such terms in the Act.

Words importing the singular will include the plural 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.

2.4 Severability and Precedence

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw. If any of the provisions contained in the bylaws are inconsistent with those contained in the articles of Incorporation, or the Act, the provisions contained in the articles, or the Act shall prevail.

2.5 Seal

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

Article 3. Membership

- 3.1 Pickleball Ontario will grant membership in accordance with the prescribed process and on the condition the applicant:
- a) provides true and accurate information;
 - b) qualifies for the type of membership sought;
 - c) agrees to making payment of the prescribed membership/renewal fee;
 - d) confirms they will abide by and administer with Pickleball Ontario directives, policies, procedures, rules, regulations, and these bylaws;
 - e) makes an application for membership in the manner prescribed by Pickleball Ontario;
 - f) the candidate member was previously a member; in good standing when the candidate ceased to be a member;
 - g) has a mandate, values, and goals are consistent with Pickleball Ontario.
 - h) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.
- 3.3 Membership may be withheld or terminated where granting or continuing of membership would put the reputation of Pickleball Ontario into disrepute.
- 3.4 A membership in Pickleball Ontario is not transferable and automatically terminates if the Member resigns, is not renewed or such membership is otherwise terminated in accordance this bylaw or Pickleball Ontario policies.

3.5 Duration

Membership with Pickleball Ontario begins on the date the Board (or designate) accepts the member's registration and ends on a date determined by the Board common to all member or when the member resigns or is terminated from membership.

Article 4. Member Classes and Entitlements

There are two classes of member in Pickleball Ontario; voting members and non-voting members.

4.1. Voting Member and Entitlements

Member clubs are those that have entered into a Pickleball Ontario Member Agreement and Regional Virtual Clubs (V-Club) recognized by Pickleball Ontario. Only member clubs are provided Notice of Meetings of the Members, may attend meetings of Pickleball Ontario and vote through the delegate process described in Article 6.11 and Pickleball Ontario policies.

4.2 Authority of Voting Members

The voting members of Pickleball Ontario will have the following powers:

- a) To appoint the auditor
- b) To amend the bylaws
- c) To elect directors; and
- d) As provided in the Act and in these bylaws

4.3 Non-Voting Members and Entitlements

Non-voting members are individuals granted membership, in accordance with these bylaws and the policies of Pickleball Ontario. Non-voting members are not entitled to receive notice of meetings of members of the Pickleball Ontario. attend meetings or to vote.

4.4 Authority of Non-Voting Members

Non-voting Members have the authorities provided for non-voting members set out in the Act and in these bylaws.

Article 5: Dues, Suspension, Disciplinary Measures

5.1 Dues

The Board shall establish the monetary amount for membership or dues.

5.2 Power to Suspend or Expel

- a) The Board shall have the power to suspend or expel any member in accordance with Pickleball Ontario policies.
- b) Any member who fails to pay dues when they are due shall automatically be expelled from membership.
- c) The Board may suspend a member, pending the outcome of a discipline hearing in accordance with the Pickleball Ontario policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the member has been given notice of and the opportunity to be heard at such meeting.

A suspended member who is not in good standing may not vote, represent a member club, and vote at meetings of the members, is not permitted to have any sport-related involvement with Pickleball Ontario, and may be subject to a probationary period before being reinstated to good standing.

5.3 Termination of Membership

Membership in Pickleball Ontario will terminate immediately upon:

- a) The expiration of the member's membership, unless renewed in accordance with these bylaws;
- b) The member fails to maintain any of the qualifications or conditions of membership described in these bylaws;
- c) Resignation by the member by giving written notice to Pickleball Ontario;
- d) Dissolution of the Pickleball Ontario;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or Pickleball Ontario policies;
- f) The member's death; or
- g) By Ordinary Resolution of the Board or of the members at a duly called meeting, provided fifteen (15) days' notice is given and the member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

5.4 May Not Resign

A member may not resign from Pickleball Ontario when the member is subject to disciplinary investigation or action by Pickleball Ontario.

5.5 Good Standing

A member of Pickleball Ontario 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 Pickleball Ontario;
- d) Complies with the bylaws, policies, procedures, rules, and regulations of Pickleball Ontario;
- e) Is not subject to a disciplinary investigation or action by Pickleball Ontario, 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 Pickleball Ontario if any, up and until the end of the grace period.

5.6 Cease to be in Good Standing

Members who cease to be in good standing may have privileges suspended until such time as the Board is satisfied that they have met the definition of good standing as set out above. Member Clubs who cease to be in good standing may not attend meetings or vote.

5.7 Authority of Member Club

The Directors or Officers of a member club may exercise the powers described above where a member of that club contravenes a Pickleball Ontario policy.

5.8 Duty of Member Club to Notify Pickleball Ontario

A member club will notify the president of Pickleball Ontario in the circumstances prescribed above or where a complaint is received that may result in discipline.

5.9 Member Clubs and Executive subject to Pickleball Ontario Bylaws and Policies

All member clubs and their directors/executives are subject to these bylaws and Pickleball Ontario policies, procedures, rules, and regulations.

5.10 Review by Pickleball Ontario of a Member Club Decision

The president or delegate of Pickleball Ontario will review the circumstances provided in the notification to where discipline is to be applied and will:

- a) Determine other appropriate actions;
- b) Provide 15 days' written notice to the member, before passing a resolution authorizing disciplinary action or the termination of membership for violating any provision of the bylaws, or policies;
- c) Set out the reasons for the disciplinary action or termination of membership in the notice;

- d) Provide the member opportunity to appeal to the Board through a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period; and
- e) The Board will consider the written submission of the member before making a final decision regarding application of discipline or termination of membership.

6.0 Annual and Other Meetings of Pickleball Ontario

6.1 Timing of Annual Meeting of Pickleball Ontario

Pickleball Ontario will hold meetings of members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of Pickleball Ontario's fiscal year end. Any member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

6.2 Calling Special Meetings of Pickleball Ontario

A Special Meeting of the members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of Pickleball Ontario that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

6.3 Meetings to be Held in Ontario

All Meetings will be held in the Province of Ontario at locations determined by the Board of Directors, except as provided for in the Act (ONCA).

6.4 Notice of Meeting

Notice of meetings shall be provided to the member club presidents and delegates by electronic mail, to the e-mail addresses appearing in the records of Pickleball Ontario not less than 10 and not more than 50 days before an annual or Special Member's Meeting, except as provided by the Act.

Notice will also be provided to each director and to the auditor or person appointed to conduct a review engagement.

6.5 Participation/Holding by Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if Pickleball Ontario makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

6.6 Waiver of Notice

Any person who is entitled to notice of a Meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for

the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

6.6 Error or Omission in Giving Notice

No error or omission in giving notice of any meeting of the members shall invalidate the meeting or make void any proceedings taken at the meeting.

6.7 New Business

No other item of business will be included in the notice of the meeting of the members unless notice in writing of such other item of business, or a member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all members with the agenda and the notice calling an annual meeting.

6.8 Materials for Special Items to be Provided

Where a special business will be raised at a meeting, sufficient information to permit the club members and delegates to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting will be provided.

6.9 Materials to be Provided on Request

Upon request, a member club delegate shall be provided, not less than twenty-one 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 bylaws or articles.

6.10 Quorum

A quorum for the transaction of business at a members' meeting is most of the member club delegates entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Pickleball Ontario, the meeting may commence and continue, even if a quorum is not present throughout the meeting.

6.11 Chair of the Meeting

The chair will be the chair of all meetings of members unless another individual is designated by the chair or appointed by the Board or by the voting members in attendance in person or by proxy.

6.12 Persons Entitled to be Present

The only persons entitled to attend a members' meeting are:

- a) Pickleball Ontario Club member delegates selected in accordance with Article 6.14;
- b) Directors;
- c) The auditor or the person appointed to conduct a review engagement;
- d) Others who are entitled or required under any provision of the Act or the articles or the bylaws of Pickleball Ontario; and
- e) Those approved by the Pickleball Ontario chair or with the majority consent of the delegates present.

6.13 Mandatory Meeting Business:

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) reappointment or new appointment of the auditor or a person to conduct a review for the coming year in accordance with the Act;
- e) election of directors; and
- f) such other or special business as may be set out in the notice of meeting.

6.14 Voting

Each Member Club will select a delegate to attend an annual or other meeting of Pickleball Ontario and who may vote on their behalf. Delegates must be present in person or electronically to vote at a Meeting of Pickleball Ontario.

Business arising at any Members' Meeting shall be decided by an Ordinary Resolution except where a Special Resolution is required by the Act.

- a) Each voting member shall be entitled to the number of votes allocated to them in accordance with the approved process;
- b) Directors may not vote; and
- c) An abstention shall not be considered a vote cast.

6.15 Number of Votes

Member Clubs in good standing have voting privileges of 1 vote per club plus:

- a) 10-50 Member Club Members [1 vote]
- b) 51-100 Registered Members [2 votes]
- c) 101-150 Registered Members [3 votes]
- d) 151-200 Registered Members [4 votes]
- e) 201-250 Registered Members [5 votes]
- f) 251-300 Registered Members [6 votes]
- g) 301-350 Registered Members [7 votes]
- h) 351-400 Registered Members [8 votes]
- i) 401-450 Registered Members [9 votes]
- j) 451-500 Registered Members [10 votes]
- k) 500 plus Registered Members [11 votes]

6.16 Record Date for Voting

The Board may set a date as the record date for the purpose of determining members entitled to vote at any meeting of members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00 pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

6.17 Proxy Voting

Proxy voting is not permitted.

6.18 Voting by Mail or Electronic Means

A member may vote by mail, or by telephonic or electronic means if:

- a) Pickleball Ontario has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the member entitled to vote; and
- c) Pickleball Ontario is not able to identify how each member voted.

6.19 Determination of Votes

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a member.

6.20 Order of Business

The suggested order of business at the Annual General Meeting of Pickleball Ontario may 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
- h) Auditor's Report
- i) Appointment Of Auditor
- j) Report Of Committees
- k) Miscellaneous Or Special Business
- l) Report Of Nominating Committee
- m) Elections
- n) Adjournment

6.21 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.

6.22 Adjournments

The Chair may, with the majority consent of any member club delegates at a meeting, adjourn the same from time to time and no notice of such adjournment need be given, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article 7: Board of Directors

7.1 Responsibilities

The directors will manage and supervise the management of the activities and affairs of Pickleball Ontario. The Directors shall direct, review and approve all matters concerning Pickleball Ontario, including the power to approve the budget of Pickleball Ontario.

All directors are subject to the bylaws, procedures, and policies of the Pickleball Ontario.

7.2 Standard of Care

Every Director will:

- a) Act honestly and in good faith with a view to the best interests of Pickleball Ontario; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

7.3 Eligibility of Directors

To be eligible to serve as a Director, an individual must:

- a) Be a member of Pickleball Ontario in good standing;
- b) Be eighteen (18) years of age or older;
- c) Not be a paid employee of Pickleball Ontario;
- d) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

7.4 Election and Term

Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by Ordinary Resolution of the Board.

7.5 Post-Election Eligibility

An elected Director who does not meet the eligibility requirements for election as director will have fourteen (14) days to become eligible for the position or will be removed as a director of Pickleball Ontario.

7.6 Director Consent

An individual who is elected or appointed to be a director must consent in writing to hold office as a director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a director and is deemed not to have been elected or

appointed to hold office as a director. The requirement to consent does not apply to a director who is re-elected or reappointed when there has been no break in their term of office.

7.7 Membership of the Board Pickleball Ontario

Directors shall hold office as a director 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.

The Board will make best efforts to replace approx. 1/3 of the directors each year to preserve institutional knowledge. The replacement rotation will be done in accordance PAO directives. The directors will consider this schedule in determining the number of directors to be replaced/appointed in given year.

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

7.8 Composition

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 voting Members.

The Board will strive to include directors with diverse skills, ages, gender, and backgrounds who are also geographically diverse.

7.9 Vacancies

The office of a Director shall be vacated immediately if:

- a) The Director resigns office by written notice to Pickleball Ontario, which resignation shall be effective at the time it is received by the Pickleball Ontario or at the time specified in the notice, whichever is later;
- b) The Director dies or becomes bankrupt;
- c) The Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d) At a meeting of Pickleball Ontario, the member Club Delegates by ordinary resolution removes the Director before the expiration of the Director's term of office.

7.10 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) If members remove a director, they may fill the vacancy by an ordinary resolution;
- b) If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, will call a special meeting of members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member; and
- c) A quorum of Directors may fill a vacancy among the Directors.

7.11 Conflict of Interest

In addition to complying with Pickleball Ontario's policy relating to conflict of interest, a Director who is a party to a material contract or transaction or proposed material contract or transaction with Pickleball Ontario or is a director of a corporation who is party to the same, with the PAO shall make the disclosure required by the Act. Such a Director shall not attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction except as provided by the Act.

7.12 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this bylaw.

7.13 Attendance at Meetings

Meetings of the Board will be closed to members and the public except by invitation of the Board.

7.14 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this bylaw to every Director of Pickleball Ontario not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all 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.

7.15 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair. The Chair may be removed, and a new chair selected by Ordinary Resolution of the Board.

7.16 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.

7.17 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by Ordinary Resolution. In case of an equality of votes, The motion is defeated.

7.18 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board.

7.19 Participation by Telephonic or Electronic Means

Members of the Board may participate in a meeting of the Board or of a committee of Directors by telephonic or 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.

7.20 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 members of the Board 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.

7.22 Minutes of meetings of the Board and Board Resolutions

Minutes of meetings of the Board and Board resolutions are confidential and may only be open for inspection by members in good standing by request to the Board.

7.23 Resignation

A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of Pickleball Ontario resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

7.24 Removal

An elected Director may be removed by Ordinary Resolution of the members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Article 8: Officers

8.1 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 Pickleball Ontario. The Board shall fill any officer vacancies in a Chair/President, Vice President, Treasurer and Secretary positions by majority vote at the first meeting of the Directors following the Annual Meeting. The Chair and President will be held by the same person unless otherwise agreed to amongst the Directors by Ordinary Resolution.

All Officers shall take office immediately following the Board Meeting after an Annual Meeting. Officers shall hold their position for a period of 3 years, 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 meeting. A vacancy in the office of the President shall be succeeded by the Vice-President, unless determined otherwise by the Board of Directors by Ordinary Resolution.

8.2 Replacement Schedule for Officers

The Board will attempt to replace officers on a cycle so that 1/3 of the officers are replaced each year

8.3 Office Held at Board's Discretion

Any Officer shall cease to hold office upon Ordinary Resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) The Officer's successor being appointed,
- b) The Officer's resignation,
- c) Failure to be elected as a Director; or
- d) Such Officer's death.

8.4 Duties

Duties and responsibilities of Officers shall be those outlined in the policies of Pickleball Ontario. All officers shall serve without compensation.

8.5 Power to Delegate Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties upon the discretion of the Board of Directors.

8.6 Duties of the Chair

The Chair shall also perform the duties described this bylaw, Pickleball Ontario Policies and such other duties as may be required by law or as the Board may determine from time to time.

8.7 Removal of Officer

At any meeting of the Board, any Officer may, by Ordinary Resolution 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 9: Committees

9.1 Appointment of Committees

The Board may appoint such committees and managers as it deems necessary for managing the affairs of the Pickleball Ontario. The Board may prescribe the duties of committees and may delegate to any committee any of its powers, duties, and functions except were prohibited by the Act or these bylaws.

9.2 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 Board shall appoint the chairperson and members of each committee.

9.3 Meetings of Committees

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

9.4 Reporting

Committee Meetings will be reported and submitted at monthly board meetings or in minutes kept as part of Pickleball Ontario records

9.5 Debts

No committee will have the authority to incur debts in the name of the Pickleball Ontario unless approved by Ordinary Resolution of the Board of Directors.

Article 10. Amendment of Bylaws

10.1 Voting on Amendments

Subject to Fundamental Changes (when applicable), these bylaws may only be amended, revised, repealed, or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised bylaw is effective until the next meeting of the members and, except for those amendments that are considered fundamental changes, the voting members may confirm, reject, or amend the bylaws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the members ceases to have effect and no new bylaw of the same or like substance has any effect until ratified at a meeting of the members; or
- b) A member entitled to vote who may make a proposal to make, amend, or repeal a bylaw in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed bylaw will be submitted to the members at the next meeting of members and, except for those amendments that are considered fundamental changes, the voting members may confirm, reject, or amend the bylaws by Ordinary Resolution.

10.2 Fundamental Changes

A Special Resolution is required to make the following fundamental changes to the bylaws or articles of the Pickleball Ontario. Fundamental Changes are defined as follows:

- a) Change Pickleball Ontario's name;
- b) Add, change, or remove any restriction on the activities that Pickleball Ontario may carry on;
- c) Create a new category of members;
- d) Change a condition required for being a member;
- e) Change the designation of any category of members or add, change, or remove any rights and conditions of any such category;
- f) Divide any category of members into two or more categories and fix the rights and conditions of each category;
- g) Add, change, or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Pickleball Ontario;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of Pickleball Ontario is to be distributed;
- k) Change the manner of giving notice to members entitled to vote at a meeting of members;
- l) Change the method of voting by members not in attendance at a meeting of the members; or
- m) Add, change, or remove any other provision that is permitted by the Act.

Article 11: Operating Policies

The Board may adopt, amend, or repeal by Ordinary Resolution such policies that are not inconsistent with the bylaws of Pickleball Ontario relating to all matters, including but not limited to 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 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

12.1 Fiscal Year

The fiscal year of Pickleball Ontario will be determined by the Board of Directors.

12.2 Bank

The banking business of the Pickleball Ontario will be conducted at such financial institution as the Board may designate.

12.3 Auditor

At each Annual Meeting the members may appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of Pickleball Ontario in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of Pickleball Ontario and must be permitted to conduct an audit or review engagement of Pickleball Ontario under the *Public Accounting Act*, 2004, as amended. When Pickleball Ontario revenue for the previous fiscal year was less than the amount prescribed in the Act, the members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when Pickleball Ontario revenue for the previous fiscal year was greater than the amount prescribed in the Act, the members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

The Directors will approve financial statements (evidenced by signature of one or more Directors) of Pickleball Ontario of the last fiscal year of Pickleball Ontario but not more than six (6) months before the Annual Meeting and present the approved financial statements before the members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) the financial statements;
- b) the auditor's report or review engagement (if any); and
- c) any further information respecting the financial position of Pickleball Ontario.

12.5 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 Pickleball Ontario 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 way the person or persons by whom any instrument or class of instruments may or will be signed.

12.6 Property

Pickleball Ontario 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.

12.7 Borrowing

The Board may borrow money upon the credit of Pickleball Ontario, after ascertaining consent from the Member Clubs 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 Pickleball Ontario 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; and
- (d) to secure any such bond, debentures, or other securities, or any other present or future borrowing or liability of Pickleball Ontario, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable, and immovable, property of Pickleball Ontario, and the undertaking and rights of Pickleball Ontario.

12.8 Remuneration of Directors

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; if 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 Pickleball Ontario in any other capacity and receiving compensation therefor.

Article 13: Execution of Documents

13.1 Signatures/Approval Required

Contracts, Documents and Instruments Contracts, documents or any instruments in writing requiring the signature of Pickleball Ontario, 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 Pickleball Ontario without any further authorization or formality.

13.2 Execution and Service of Documents

The Board may from time to time direct the way 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, bylaw, or other document of Pickleball Ontario to be a true copy thereof.

13.3 Financial Instruments

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 Pickleball

Ontario in such manner as the Board may from time to time designate by Ordinary Resolution. A Pickleball Ontario bank account must be used to transact all PAO finances.

Article 14 Books and Records

14.1 Types of Records to be Kept

The necessary books and records of Pickleball Ontario required by these bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) Pickleball Ontario's articles and bylaws;
- b) the minutes of meetings of the members and of any committee of members;
- c) the resolutions of the members and of any committee of members;
- d) the minutes of meetings of the Directors or any committee of Directors;
- e) the resolutions of the Directors and of any committee of Directors;
- f) a register of Directors;
- g) a register of Officers;
- h) a register of members; and
- i) account records adequate to enable the Directors to ascertain the financial position of Pickleball Ontario on a quarterly basis.

14.2 Record Formats to be Electronic

Electronic records will be kept in accordance with these bylaws and Pickleball Ontario records management policies.

14.3 Roles in Record Keeping

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. All books of account of the activities of Pickleball Ontario shall be kept electronically by the Treasurer.

Article 15 Protection of Directors and Volunteers

15.1 When Directors and Volunteers Not Liable

Pickleball Ontario will indemnify and hold harmless out of the funds of Pickleball Ontario each Director and any individual who acts at Pickleball Ontario's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at Pickleball Ontario's request in a similar capacity.

15.2 No Indemnification for Directors

Pickleball Ontario will not indemnify a Director or any individual who acts at Pickleball Ontario's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, Pickleball Ontario will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of Pickleball Ontario; and

- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

15.3 Insurance

Pickleball Ontario will always, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

Article 16: Notice

16.1 Written Notice

In these bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic email, other electronic means, or courier to the individual, director, officer, or member, or to the auditor or person who has been appointed to conduct a review engagement of Pickleball Ontario as applicable, at the latest address as shown in the records of the Pickleball Ontario ; and to such director at his or her latest address as shown in the records of Pickleball Ontario or in the most recent notice or return filed under Corporation's Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived .

16.2. 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.

16.3. Error in Notice

The accidental omission to give notice of a meeting of the Board or 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 17: Dissolution

Upon dissolution of Pickleball Ontario and after payment of all debts and liabilities, its remaining property shall be distributed to organizations which carry on their work solely in the province of Ontario.

Article 18: Effective Date

This bylaw is effective November 9, 2022, upon the issuance of the Certificate of Continuance of Pickleball Ontario by the Provincial Government under the Ontario Not-for-Profit Corporations Act and approval of the bylaw by Special Resolution of the members (September 2.

Article 19 Adoption Of These By-Laws

Ratification – These By-laws were ratified by the Members of Pickleball Ontario at a meeting of Members duly called and held on September 27, 2022

Repeal of Prior By-laws – In ratifying these By-laws, the Members of Pickleball Ontario repeal all prior bylaws of Pickleball Ontario provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.