

**PART 1 – INTERPRETATION**

1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:

- a) “Bylaws” means the bylaws of the Club as altered from time to time;
- b) “Directors” mean the directors of the Club for the time being;
- c) “Constitution” means the Constitution of the Club as required under section 10 of the Societies Act;
- d) “Club” means the Pickleball Kelowna Club;
- e) “Incapacitated” means, with respect to any Person, the condition that will be deemed to exist where either:
  - (i) such Person has been declared by a court of competent jurisdiction to be mentally incompetent and such declaration has not, at the relevant time, been revoked; or
  - (ii) such individual’s physician is of the opinion that, at the relevant time, such individual’s ability to handle his or her own legal and financial affairs is significantly impaired by reason of accident, illness, disability or incapacity or otherwise, and such impairment is likely to continue;
- f) “Ordinary Resolution” means either of the following:
  - (i) a resolution passed at an annual general or special meeting of the Club by a simple majority of the votes cast by the voting members; or
  - (ii) a resolution consented to in writing, after being sent to all the voting members, by at least 2/3 of the voting members;
- g) “Person” means a natural person, a human being;
- h) “Registered Address” of a member, means his or her address as recorded in the Club’s Register of Members;
- i) “Regulations” means and includes the Societies Regulation and any other regulations which may be made by the Lieutenant Governor in Council pursuant to the Societies Act;
- j) “Societies Act” means the Societies Act, SBC 2015, c 18 as amended from time to time or any successor statutes;
- k) “Special Resolution” means either of the following:
  - (i) a resolution passed at an annual general or special meeting of the Club by at least 3/4 of the votes cast by the voting members; or

(ii) a resolution consented to in writing by all of the voting members.

1.02 Words importing the singular include the plural and vice-versa and words importing a male person include a female person and a corporation and vice-versa.

1.03 If there is a conflict between these Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERSHIP**

2.01 The Club shall have the following categories of membership:

- a) Regular Member;
- b) Charter Member; and
- c) Junior Member.

2.02. A Regular Member shall be a Person 17 years of age or over who is admitted to the Club. Regular Member's shall be entitled to one (1) vote in the Club and be entitled to Club privileges as prescribed by the Directors. A Regular Member shall pay such annual membership dues and other fees as prescribed by the Directors. A Regular Member who has purchased a discounted membership or has only signed a waiver shall not be entitled to one (1) vote in the Club and shall have limited privileges only as prescribed by the Directors.

2.03. A Charter Member shall be a Person 17 years of age or over who is admitted to the Club and has entered into a Charter Membership Agreement with the Club. A Charter Member shall be entitled to one (1) vote in the Club and be entitled to Club privileges as prescribed by the Directors. A Charter Member shall pay such annual membership dues and other fees as prescribed by the Directors.

2.04. A Junior Member shall be a Person 16 years of age and younger who is admitted to the Club. Junior Members shall not be entitled to a vote and shall have limited privileges only, as prescribed by the Directors. A Junior Member shall pay such annual membership dues and other fees as prescribed by the Directors.

2.05 Any Person may apply for admission as a member of the Club by submitting an application for membership to the Club. All applications for membership shall be reviewed and considered by the Directors, in their sole discretion. The decision to admit a Person as a member shall be by Board Resolution.

2.06 The term of an annual membership of the Club will be from January 1<sup>st</sup> to December 31<sup>st</sup>. The Directors shall determine the annual membership dues payable (if any) for each class of membership or any other contributions required for membership.

2.07 Every member shall uphold the Constitution and comply with the Bylaws.

2.08 In addition to any privileges prescribed by the Directors from time to time, members are entitled:

- a) to receive information about schedules, clinics, tournaments, etc. by email;

- b) to attend all annual general and special meetings;
- c) to participate in Club tournaments and clinics as space permits;
- d) to view and read a copy of the Constitution and Bylaws on the Club website;
- e) with the exception of Junior Members, to serve on committees;
- f) with the exception of Junior Members, and with the exception of those Regular Members who have purchased a discounted membership or have only signed a waiver, members are entitled to vote at an annual general or special meeting;
- g) with the exception of Junior Members, and with the exception of those Regular Members who have purchased a discounted membership or have only signed a waiver, members are entitled to stand for elections as Directors.

2.09 As a member of the Club every member is to conduct themselves in a courteous and respectful manner.

2.10 Every member shall abide by the official rules of Pickleball as set out by the International Federation of Pickleball (IFP).

2.11 A Person shall cease to be a member of the Club:

- a) by communicating his or her decision to cease being a member to the Directors;
- b) on death;
- c) on being expelled; or
- d) on becoming a member not in good standing for three (3) consecutive months.

2.12 The Directors shall have the power, by Board Resolution, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the purpose or reputation of the Club. No member shall be suspended or expelled without notice of the charge or complaint and without first being given an opportunity to be heard by the directors at a meeting called for that purpose.

2.13 A member who has failed to pay current annual membership dues, or any debt due and owing to the Club, will remain 'not in good standing' until the debt is paid.

### **PART 3 – MEETINGS OF MEMBERS**

3.01 The annual general meeting of the Club shall be held at such time and place as the Directors decide once in every calendar year.

3.02 Every meeting, other than the annual general meeting, is a special meeting.

3.03 The Directors may, whenever the Directors think fit, convene a special meeting.

3.04 The Directors, on requisition of the 10% or more of the voting members of the Club must convene a special meeting of the Club without delay.

3.05 Electronic notice of the date, time and place and the general nature of the business to be transacted at the annual general meeting or at a special meeting shall be given to each member at least fourteen (14) days before the meeting.

3.06 A member may submit a proposal for the agenda before an annual general meeting provided he or she has 5% of the voting members signatures agreeing to this proposal.

3.07 The accidental omission to give notice of a meeting or the non-receipt of a notice by any member entitled to receive notice does not invalidate proceedings at the meeting.

#### **Part 4 – PROCEEDINGS AT GENERAL MEETINGS**

4.01 At an annual general meeting, the following business is ordinary business:

- a) the adoption of rules of order;
- b) the consideration of the financial statements of the Club presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of the Directors;
- e) the appointment of the auditor, if required;
- f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

4.02 A notice of an annual general meeting or special meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning the business.

4.03 A quorum at an annual general meeting or special meeting of the Club is ten (10) members present.

4.04 Subject to Bylaw 4.05 the President of the Club, the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of an annual general meeting or special meeting.

4.05 At an annual general meeting or special meeting the members present shall choose one of their members to Chair if:

- a) There is no President, Vice President or other Director present within fifteen minutes (15) after the time appointed for holding the meeting: or
- b) The President and all other Directors present are unwilling to act as Chair.

4.06 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at an annual general meeting or special meeting at a time when the quorum is not present.

4.07 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the annual general meeting or special meeting is adjourned or terminated.

4.08 If within fifteen (15) minutes from the time appointed for a annual general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present shall constitute a quorum.

4.09 If within fifteen (15) minutes from the time appointed for a special meeting, convened on the requisition of members, a quorum is not present, the meeting shall be terminated.

4.10 All resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.

4.11 A voting member in good standing at an annual general meeting of the Club is entitled to vote and each of such members shall have one vote. Voting is by show of hands or voting cards.

4.12 Voting by proxy or absentee ballot shall not be allowed at the annual general meeting or special meeting.

4.13 The Directors may, in its discretion, permit members to vote electronically in advance of an annual general meeting or special meeting (deemed to be voting by "Electronic Means") or permit members to participate in the annual general meeting or special meeting by electronic, video or teleconference means. Where voting is permitted by Electronic Means, or attendance is permitted by electronic, video or teleconference means, the Board, in its discretion, will determine the method, terms and conditions for voting by Electronic Means or attendance by electronic, video or teleconference means.

## **PART 5 – DIRECTORS AND OFFICERS**

5.01 The Directors may exercise all such powers and do all such acts and things the Club may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club, but subject nevertheless, to the provision of:

- a) all laws affecting Club;
- b) these Bylaws; and
- c) rules or policies not being inconsistent with these Bylaws, which are made from time to time by the Directors.

5.02 No rule made by the Club invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.03 The Club shall be governed by a board of directors consisting of no less than five (5) and no greater than nine (9) Directors or such number as shall be determined from time to time by the Directors in their sole discretion. The board of Directors shall consist of the following director roles: President, Vice-President, Secretary, Treasurer, with all other Directors deemed to be "directors at large"

5.04 The term of office for the Directors shall be as follows:

- a) Every Director shall be elected for a two (2) year term;
- b) Each year, half of the Directors shall come up for renewal for a new two (2) year term;
- c) Every other year, the remaining Directors shall come up for a renewal for a new two (2) year term.

5.05 At least sixty (60) days before the annual general meeting, the Directors shall form a Nominations Committee comprised of at least three (3) Directors. The Nominations Committee shall develop a list of recommended nominees for each available Director position and obtain the written consent of such nominee. At least thirty (30) days before the annual general meeting the Nominations Committee shall provide notice to all members of its recommendations together with information about who will continue, who will be retiring, which roles will become vacant and which directors are standing for re-election. At the same time the Nominations Committee shall issue an open call for nominations from members. This open call for the position of PKC Director shall close fourteen (14) days before the AGM date.

5.06 Where the number of candidates is greater than the number of vacancies, each voting member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.

5.07 The Directors shall retire from office at the annual general meeting when their successors are elected. Directors are eligible for re-election. The Board of Directors at the next Board meeting shall determine amongst themselves who shall fill what director role and who shall be a director at large.

5.08 A Director ceases to be a director on:

- a) The end of the Director's term of office, unless the director is re-elected;
- b) resigning in writing;
- c) ceasing to be a voting member in good standing;
- d) death;
- e) the Director ceases to be qualified to act as a director in accordance with the Societies Act;
- f) becoming Incapacitated; or
- g) the Director is removed from office in accordance with the Societies Act.

5.09 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Club.

5.10 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.11 The Directors may from time to time appoint such representatives and agents and authorize the employment of such Persons as they deem necessary to carry out the objectives of the Club and such representatives, agents and employees shall have such authority and shall perform such duties from time to time as prescribed by the Directors.

5.12 All cheques, bills of exchange, or other order of the payment of money, notices or other evidences of indebtedness issued in the name of the Club shall be signed by a minimum of two Directors, or agents of the Club and in such manner as to whom shall from time to time be determined by resolution of the Directors.

5.13 The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the Club, and the Club banker and may receive all pay cheques and vouchers and may sign all the bank's forms for settlement of balance and release or verification slips.

5.14 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

6.01 The Directors may meet together (or electronically) or at such places as they think fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings as they see fit.

6.02 A Director may at any time convene a meeting of the Directors on no less than forty-eight (48) hours notice.

6.03 The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.

6.04 The President shall be chair of all meetings of the Directors but if at any meeting the President is not present within fifteen (15) minutes of the time appointed for holding the meeting, the Vice President shall act as a chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.

6.05 All decisions required to be made by the Directors shall be made as follows, unless specifically stated otherwise in these Bylaws (deemed to be a "Board Resolution"):

a) a resolution passed by a majority of the directors in attendance at a meeting of the Directors when a quorum is present;

b) a resolution, after being sent to all of the Directors, consented to in writing, by at least 2/3 of the Directors (a "consent resolution"); or

c) any other instrument in writing signed and dated by all of the directors. For clarity, this includes a resolution approved by email by all Directors.

Any such resolution recorded in minutes of a meeting of the Board or consent resolution or instrument in writing, as the case may be, will for all purposes of the Societies Act and these Bylaws, be deemed to

be the decision, act, or exercise of power of the Board on the date indicated on such minutes, consent resolution, or instrument in writing.

6.06 The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit and may name the Committee. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

6.07 Subject to directions of the Directors, The Committee shall determine its own procedure and may meet and adjourn as they think proper.

#### **PART 7 - DUTIES OF DIRECTORS**

7.01 The President shall preside at all meetings of the Club and of the Directors. The President shall supervise the other Directors in the execution of their duties.

7.02 The President shall appoint someone from amongst the Directors to carry out the duties of the President during his or her absence.

7.03 The duties of the other Director roles shall be as prescribed by the Directors in their discretion.

#### **PART 8 - REMOVAL OF DIRECTORS OR OFFICERS BY MEMBERSHIP**

8.01 The members may, by Special Resolution, remove a Director before the expiration of his/her term in office and may elect, by majority vote, a successor to serve until the next annual general meeting.

8.02 The notice of Special Resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.

8.03 The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the meeting before the Special Resolution is put to a vote.

#### **PART 9 - BORROWING**

9.01 In order to carry out the purposes of the Club the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, in particular but without limiting that power, by the issue of debentures or entering into of Charter Membership Agreements with Charter Members. The Directors may borrow money from the Club's financial institution, or any other lending institution that is approved by the Directors, to carry out the purposes of the Club.

#### **PART 10 - BYLAWS**

10.01 Upon admission to membership, each member is entitled to, and the Club shall give him or her, at his or her request, without charge, an electronic copy of the Bylaws.

10.02 These Bylaws shall not be altered or added to except by Special Resolution.

#### **PART 11 - FISCAL YEAR-END**



11.01 The fiscal year of the Club shall commence on the 1st day of August each year, unless the fiscal year is changed by resolution of the Directors.

## **PART 12 – NOTICES**

12.01. A notice may be given to a member, either personally, by email, or by mail to the member at the member's Registered Address.

12.02 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile is deemed to have been given on the day the notice is sent.

## **PART 13 - DISSOLUTION OF CLUB**

13.01 In the event of the dissolution or winding-up of the Club the assets of the Club remaining after the debts of the Club have been paid, shall be transferred to another B.C. non-profit organization with a similar purpose. The assets shall not be distributed among the members or Directors