

**CONSTITUTION**

1. The name of the Club is the 'Pickleball Kelowna Club'.
2. The purpose of the Pickleball Kelowna Club shall be to facilitate the growth of Pickleball in the Kelowna area for the enjoyment, health and social engagement of all players; by offering organized and competitive play, by ensuring opportunities for the continued development of all players in a collegial and sportsmanlike environment, and by working to expand facilities as needed.

**BY-LAWS PART 1 – INTERPRETATION**

- 1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:
- a) "Directors" mean the directors of the Pickleball Kelowna Club for the time being.
  - b) "General Meeting" means a meeting of the members of the Pickleball Kelowna Club
  - c) "Registered Address" of a member, means his or her address as recorded in the Register of Members.
  - d) "Non profit" means that club income shall not greatly exceed expenses (operating expenses and capital requirements) resulting in a net operating gain.
  - e) "Member in good standing" means all members who are current in their payment of dues and who have abided by the rules of the club relative to organization of events and conduct on the courts.
- 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.

**PART 2 – MEMBERSHIP**

- 2.01 The members of the Pickleball Kelowna Club shall be:
- a) Persons 19 years of age or over who apply to the directors for membership in the society, on acceptance by the Directors.
  - b) Persons 12-18 years of age who apply to the directors for membership in the society, on acceptance by the Directors. Persons 12-18 are considered youth members, pay a reduced membership and do not have a vote.
- 2.02 The annual membership of Pickleball Kelowna Club is from April 1 to March 31st the following year
- 2.03 Every member shall uphold the Constitution and comply with the Bylaws.

- 2.04 Individual members are entitled:
- a) to receive information about schedules, clinics, tournaments, etc. by email.
  - b) to attend all general meetings.
  - c) to participate in Pickleball Kelowna Club tournaments and clinics as space permits.
  - d) to view and read a copy of the Constitution and Bylaws on the Pickleball Kelowna Club website.
  - e) to serve on committees.
  - f) to vote on all issues at the General Meetings.
  - g) to stand for elections as Officers and Directors.
- 2.05 The officers and directors of Pickleball Kelowna Club will determine the annual membership dues prior to the start of April 1st.
- 2.06 The officers and directors of Pickleball Kelowna Club will determine the drop-in fees for non-members prior to the start of April 1st.
- 2.07 As a member of Pickleball Kelowna Club every member is to conduct themselves in a courteous and respectful manner.
- 2.08 Every member shall abide by the official rules of Pickleball as set out by the International Federation of Pickleball (IFP).
- 2.09 A person shall cease to be a member of the Pickleball Kelowna Club:
- a) by communicating his decision to cease being a member to a Director.
  - b) on death.
  - c) on being expelled.
  - d) on becoming a member not in good standing.
- 2.10 The directors shall have the power, by a vote of three fourths of those present, 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 Pickleball Kelowna 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.
- 2.11 A member who has failed to pay current annual membership dues, or any debt due and owing to the society, will remain 'not in good standing' until the debt is paid.

### **PART 3 – MEETINGS OF MEMBERS**

- 3.01 The Annual General Meeting of the Pickleball Kelowna Club shall be held at such time and place as the Directors decide once in every calendar year.
- 3.02 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

- 3.03 The Directors may, whenever the majority of the Directors think fit, convene an Extraordinary General Meeting.
- 3.04 The Directors of the Pickleball Kelowna Club, on requisition of the 10% or more of the voting members of the Club must convene an Extraordinary General Meeting of the Club without delay.
- 3.05 At an extraordinary General Meeting, special resolutions will require 2/3rd of the votes cast by members present at the meeting.
- 3.06 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 an Extraordinary General Meeting shall be given to each member at least 14 days before the meeting.
- 3.07 A member may submit a proposal for the agenda at or before an Annual General Meeting providing he has 5% of the voting members signatures agreeing to this proposal.
- 3.08 The accidental omission to give notice of the Annual General Meeting or at an Extraordinary General 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 Special business is:  
All business at an extraordinary meeting except the adoption of rules of order.
- All business transacted at an annual general meeting, except:
- The adoption of rules of order
  - The consideration of the financial statements
  - The report of the Directors
  - The election the Directors
  - The other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.02 A quorum at a General Meeting of the Pickleball Kelowna Club is ten (10) members present or such greater numbers as the members may determine at a General Meeting.
- 4.03 Subject to Bylaw 4.04 the President of the Pickleball Kelowna Club, the Vice President or in the absence of both, one of the other Directors present, shall preside as chair of a general meeting.
- 4.04 At a General 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.

- 4.05 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when the quorum is not present.
- 4.06 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 General Meeting is adjourned or terminated.
- 4.07 If within fifteen (15) minutes from the time appointed for a 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.
- 4.08 If within fifteen (15) minutes from the time appointed for an Extraordinary General Meeting, convened on the requisition of members, a quorum is not present, the meeting shall be terminated.
- 4.09 A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 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 member in good standing at a General meeting of the Pickleball Kelowna 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.

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

- 5.01 The directors may exercise all such powers and do all such acts and things the Pickleball Kelowna 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 Pickleball Kelowna Club in General Meeting, but subject nevertheless, to the provision of:
- a) All laws affecting Pickleball Kelowna Club;
  - b) These bylaws; and
  - c) Rules not being inconsistent with these bylaws, which are made from time to time by the Pickleball Kelowna Club in General Meeting.
- 5.02 No rule made by the Pickleball Kelowna Club in a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.03 Nominations for Directors should be submitted to the Nominating Committee a minimum of seven (7) days before the AGM. Nominations from the floor will be accepted at the AGM. The president shall appoint the Nominating Committee at least sixty (60) days

prior to the annual general meeting. The committee shall consist of at least two (2) members, and present a nomination for each office to be filled thirty days prior to the annual general meeting. The list shall be posted at the Pickleball courts.

- 5.04 The President, Vice President, Secretary and Treasurer are the officers and directors of the Pickleball Kelowna Club.
- 5.05 Pickleball Kelowna Club shall be no less than five (5) or greater than nine (9) Directors or such greater numbers as shall be determined from time to time in a General Meeting.
- 5.06 All Pickleball Kelowna Club officers and directors positions are for a two year term with the exception of the first AGM. The Vice-President, Treasurer, and three director positions will be up for re-election to set up a system whereby half of the positions are up for re-election on alternating years.
- 5.07 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.
- 5.08 The directors shall retire from office at the Annual General Meeting when their successors are elected. Directors are eligible for re-election. Separate elections shall be held for each office to be filled. An election may be by acclamation otherwise it shall be by ballot if no successor is elected, the person previously elected or appointed continues to hold office.
- 5.09 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) Becoming unable to perform the duties of a director due to physical or mental disability.
- 5.10 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 Pickleball Kelowna Club.
- 5.11 If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.12 The Board of 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 Pickleball Kelowna Club and such representatives, agents and

employees shall have such authority and shall perform such duties from time to time as prescribed by the Board.

- 5.13 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 Pickleball Kelowna Club shall be signed by a minimum of two officers, or agents of the Pickleball Kelowna Club and in such manner as to whom shall from time to time be determined by resolution of the Board Directors.
- 5.14 The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the Pickleball Kelowna Club, and the Pickleball Kelowna 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.
- 5.15 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the PKC.

#### **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 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.
- 6.06 All resolutions proposed at a meeting of the Directors must be seconded and the chair may move or propose a resolution. In case of any equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated.
- 6.07 A resolution in writing signed or authorized by email from all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- 6.08 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.

- 6.09 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 OFFICERS**

- 7.01 The President shall preside at all meetings of the Pickleball Kelowna Club and of the Directors. The President is the Chief Executive Officer of the Pickleball Kelowna Club and shall supervise the other officers 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 Treasurer shall:
- a) Facilitate the financial records
  - b) Render financial statements to the Directors at a directors meeting prior to the AGM.
  - c) Prepare a financial report to be given at the Annual General Meeting.
  - d) On written request a member in good standing may request a copy of the most recent AGM financial report.
- 7.04 The Secretary or their designate shall:
- a) Conduct the correspondence of the Pickleball Kelowna Club
  - b) Issue notices of meeting of the Pickleball Kelowna Club
  - c) Keep minutes of all meetings of the Pickleball Kelowna Club and Directors
  - d) Have custody of all record and documents of the Pickleball Kelowna Club
  - e) Maintain the Register of Members
- 7.05 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.
- 7.06 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

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

- 8.01 The members may, by special resolution, remove a Director or Officer 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 general meeting before the special resolution is put to a vote.

**PART 9 - BORROWING**

9.01 The Directors may not, on behalf of, or in the name of Pickleball Kelowna Club borrow funds.

**PART 10 - BYLAWS**

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

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

**PART 11 - FISCAL YEAR-END**

12.01 The fiscal year of the Pickleball Kelowna Club shall commence on the 1st day of April each year, unless the fiscal year is changed by resolution of the Board of Directors.

**PART 13 - DISSOLUTION OF PICKLEBALL KELOWNA CLUB**

13.01 In the event of the dissolution or winding-up of the Pickleball Kelowna Club the assets of the Pickleball Kelowna Club remaining after the debts of the Pickleball Kelowna 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.

**DATED** at Kelowna, B.C.

Dated June 5, 2016 Signed: \_\_\_\_\_  
Bryan Jackson, President  
3825 Gallaghers Parkway, Kelowna, BC V1W 3Z8

Witness: \_\_\_\_\_ Name: \_\_\_\_\_

Dated June 5, 2016 Signed: \_\_\_\_\_  
Lana Nunweiler, Vice-President  
4535 McCulloch Road, Kelowna, BC V1W 4G1

Witness: \_\_\_\_\_ Name: \_\_\_\_\_



Dated June 5, 2016 Signed: \_\_\_\_\_  
Sandra Creiger, Secretary  
#47 - 1101 Cameron Avenue, Kelowna, BC V1Y 8V9

Witness: \_\_\_\_\_ Name: \_\_\_\_\_

Dated June 5, 2016 Signed: \_\_\_\_\_  
Glenda Jackson, Treasurer  
3825 Gallaghers Parkway, Kelowna, BC V1W 3Z8

Witness: \_\_\_\_\_ Name: \_\_\_\_\_

Dated June 5, 2016 Signed: \_\_\_\_\_  
Paul Malkinson, Director  
441 Still Pond Lane, Kelowna, BC V1V 2W4

Witness: \_\_\_\_\_ Name: \_\_\_\_\_