



## Pickleball Canada Special Meeting, April 26, 2022

### Motions to revise the Pickleball Canada By-laws

1. To revise the Pickleball Canada By-laws to change the name of the Corporation and to change the province where the registered office is located as per the motion below.

Motion to revise the Pickleball Canada By-laws via the following Section changes:

Change:

*1.1 Purpose – These By-laws relate to the general conduct of the affairs of Pickleball Canada, a Canadian not for profit Corporation.*

*1.2 Definitions*

*f) Corporation – Pickleball Canada;*

*1.3 Registered Office - The Registered Office of the Corporation will be located in the province of Ontario, at such address as the Board may determine.*

2. To revise the Pickleball Canada By-laws, as per the motion below, to:
  - a) Repeal the Mission Statement;
  - b) Add a section defining the Membership year
  - c) Change the percentage of votes required to call a Special Meeting and add a time-frame for when a Special Meeting will be held if requested;
  - d) Remove the option of voting by mail;
  - e) Add a requirement that the Board have no more than 60 percent of its Directors of the same gender;
  - f) Add that the Nominations Committee will attempt to have Directors from all regions of Canada on the Board;
  - g) Reduce the number of Terms a Director may serve from four to two terms;
  - h) Change the effective date of when a Director's resignation becomes effective to the date when the resignation was sent or the date specified in the written resignation, whichever is later;
  - i) Replace gender specific pronouns with gender neutral pronouns in sections 5.12, 5.14 and 6.4;
  - j) Change the duration of time the Board can appoint a Director into a vacant position;
  - k) Increase the percentage of Directors needed for a quorum;
  - l) Change from the President casting a deciding vote in case of a tie to the motion being defeated in a tie;

- m) Change the title of the Vice President Development to Vice President Sport and
- n) Clarify that the President Ex-Officio is both ex-officio and a non-voting member of Committees.

Motion to revise the Pickleball Canada By-laws via the following Section changes:

Repeal:

**MISSION**

*The mission of Pickleball Canada, as a National Sports Organization, is to assist and promote the growth of Pickleball as a sport for all ages and to establish rules, policies and standards for the good governance of the sport in Canada.*

Add:

*2.4 Membership Year - Unless otherwise determined by the Board, the membership year of the Corporation will be January 1st to December 31<sup>st</sup>.*

Change:

*4.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:*

- a) the President,*
- b) the Board, or*
- c) Members, upon written requisition who hold five percent (5%) of the votes of the Corporation.*

*A Special meeting will be held within sixty (60) days from the date it is requested.*

*4.15 Voting by Electronic Means – A Member may vote by telephonic or electronic means if:*

- a) The votes may be verified as having been made by the Member entitled to vote; and*
- b) The Corporation is not able to identify how each Member voted.*

Add:

*5.2 Gender Diversity – The Board shall be comprised of no more than 60 per cent of its Directors of the same gender.*

Change:

*5.5 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.*

*When soliciting nominations, the Committee will attempt to have representation from all regions of Canada on the Board.*

*5.11 Terms– Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office. Directors may not serve more than two (2) consecutive terms beginning with the adoption of these by-laws.*

*5.13 Vacate Office – The office of any Director will be vacated automatically if the Director:*

- a) Is found by a court to be of unsound mind;*
- b) Becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;*
- c) Is charged and/or convicted of any criminal offence related to the position;*
- d) Changes their permanent residence outside of Canada; or*
- e) Dies.*

*5.16 Vacancy - Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.*

*5.20 Quorum – At any meeting of the Board, quorum will be a majority of the Directors.*

*5.21 Voting – Each Member, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the motion is defeated.*

*6. (c) The Vice President – Sport*

*6.5 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.*

*7.6 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.*

3. To revise the Pickleball Canada By-laws to change the number of Directors on the Board of Pickleball Canada from 18 to a range of 9 to 13 and to change the number of Directors to be elected each year to a minimum of three, as per the motion below:

Motion to revise the Pickleball Canada By-laws via the following Section changes:

Change:

*5.1 Directors and Composition of the Board – The Board consists of a minimum of nine (9) and a maximum of thirteen (13) Directors.*

*At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors on the Board provided that:*

- a) The number of Directors is at least nine (9) and no more than thirteen (13); and*
- b) The determination of the number of Directors on the Board does not have the effect of shortening the term of a sitting Director.*

*5.8 Election and Term –Directors will be elected at each Annual Meeting of Members. At least three (3) Directors will be elected each year.*

*These numbers may vary if a Director has resigned or been removed during their term of office; or, to accommodate transitional changes required to implement this process.*

4. To change the category of membership from individuals to a class of Members, that class being Pickleball Canada’s member provinces/territories as per the motion below.

Motion to revise the Pickleball Canada By-laws via the following Section change:

Change:

*2.1 Class of Membership – There shall be one class of Member, a Canadian provincial or territorial sport governing body who has been accepted as a Member, entered into an agreement with Pickleball Canada, is recognized by the Corporation as being the organization responsible for the sport of pickleball in their province or territory and has agreed to abide by the Corporation’s bylaws, policies, procedures, rules and regulations.*

5. To revise the Pickleball Canada By-laws to change the voting process to a formula that allocates the same number of base votes to all members and additional votes based on the number of Registered Participants in the member province/territory, as per the motion below:

Motion to revise the Pickleball Canada By-laws via the following Section change:

Change:

*4.13 Voting Privileges - Members will appoint a Delegate who will have:*

- a) 50% of the 500 votes will be an allotment of the same number of “base votes” to each Member province and territory and*
- b) 50% of the 500 votes be allocated based on the proportion that each Member province and territory has of the total number of Registered Participants as of December 31 of the previous calendar year.*

*Where the formula for determining the number of votes results in a fraction of a vote, the number is rounded up or down to the closest whole number.*

*Votes must be cast as a block and may not be split.*

6. To revise the Pickleball Canada By-laws, as per the motion below to:

- a) Add a definition of Registered Participants;
- b) Remove the requirement for Members to pay dues to be admitted as a Member;
- c) Repeal Proxy and Absentee Voting and remove reference to proxy votes when determining a majority
- d) Change the duration of membership to indefinite;
- e) Repeal sections on Membership dues, deadline for dues, arrears on dues and Member paying dues to be in good standing;
- f) Add when disciplinary action may be taken against a Registered Participant;
- g) Define how a Registered Participant may resign and the circumstances when they would cease to be a Registered Participant;
- h) Add a definition of a Registered Participant in good standing;
- i) Change the number of Members required for a quorum;
- j) Add a process for how Members appoint a delegate;
- k) Change the reference from “Registrant” to “Registered Participant” and
- l) Adopt the Transition Plan (Appendix I) that provides a process to transition from 18 Directors to a range of 9 to 13.

Motion to revise the Pickleball Canada By-laws via the following Section changes:

Add:

**1.2 Definitions**

*n) Registered Participant means an individual who participates in the activities overseen by Pickleball Canada, such as pickleball athletes, coaches, officials, volunteers, Directors and other participants who have applied for registration with Pickleball Canada, have paid the fees set by the Board, and who have been accepted as a registered participant with the Pickleball Canada.*

Change:

**2.2 Admission of Members** – *Any candidate will be admitted as a Member if:*

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;*
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;*
- c) The candidate member has met the applicable definition listed in Section 2.1; and*
- d) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.*

Change:

*2.6 Duration of Membership – Membership is for an indefinite period unless suspended or terminated or the Member withdraws.*

Repeal:

*2.6 Dues – Membership dues for all categories of membership will be determined annually by the Board.*

*2.7 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the Corporation.*

Change:

*2.10 Definition – A Member of the Corporation 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 Corporation;*
- d) Has complied with the by-laws, policies, procedures, rules and regulations of the Corporation;*
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.*

Repeal:

*2.11 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.*

Add:

*3.3 Discipline – A Registered Participant may be suspended or expelled from the Corporation in accordance with the Corporation’s by-laws, policies, and procedures relating to discipline of Registered Participants*

*3.5 Withdrawal and Termination – A Registered Participant ceases to be a Registered Participant if:*

- a) The Registered Participant resigns from the Corporation by giving written notice to the Corporation, in which case the resignation becomes effective on the date specified in the resignation. The Registered Participant will be responsible for all dues payable until the actual withdrawal becomes effective;*
- b) The Registered Participant fails to pay dues owed to the Corporation by the date specified in Section 3.2;*
- c) The Registered Participant fails to comply with the Corporation’s registration policies or applicable policies;*

- d) *The Registered Participant's term of registration expires; or*
- e) *The Corporation is liquidated or dissolved under the Act.*

*3.6 Definition – A Registered Participant will be in good standing provided that the Registered Participant:*

- a) *Has not ceased to be a Registered Participant;*
- b) *Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;*
- c) *Has completed and remitted all documents as required by the Corporation;*
- d) *Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;*
- e) *Is not subject to a disciplinary investigation or action by the Corporation, 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 dues to the Corporation.*

*Repeal:*

*3.14 Proxy Voting – Members may vote by proxy if:*

- a) *The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;*
- b) *The proxy is received by the Corporation prior to the start of the meeting;*
- c) *The proxy clearly states the date of the specific meeting; and*
- d) *The proxy clearly states to whom the proxy is given.*

*3.15 Maximum Number of Proxies – No individual or Member will hold more than one (1) proxy vote.*

*3.16 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary, in a form prescribed by the Corporation, prior to the vote being taken.*

*Change:*

*4.12 Quorum – At any Meeting of Members, a majority of the Members shall constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.*

*Add:*

*4.14 Delegates – Members will appoint in writing (inclusive of electronic notice) to Pickleball Canada, seven (7) days prior to a Meeting of Members, the name of the Delegate to represent the Member. Delegates must be at least eighteen years of age, a Registered Participant in good standing of the Member organization, and be acting as the Member's representative.*

Change:

*4.18 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.*

Change:

*5.28 Empowered – The Board is empowered to:*

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;*
- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures.*
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;*
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;*
- e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;*
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and*
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.*

7. To require Directors to be independent as per the motion below:

Motion to revise the Pickleball Canada By-laws via the following Section changes:

Add:

*1.2 Definitions – Independent means a Director is not a Director of a Member organization and has no fiduciary duties to a Member organization.*

Change:

*5.4 Ineligible – The following individuals cannot be nominated or elected as a Director and, if a current Director fills any of the roles below, the Director’s position will be vacated:*

- a) Any employee of Pickleball Canada for the duration of their employment and one (1) year after termination of their employment.*
- b) Any individual who is hired to perform specific work for Pickleball Canada, either individually or as a partner, associate, Director or shareholder of a corporation for the duration of the specific work and one (1) year after delivery of the work.*
- c) Any individual who is a Director of a Member organization.*
- d) If a Director of a Member organization is elected or appointed to the Board of Pickleball Canada that Director will have 30 days following their election or appointment to resign from the member organization. If the Director has not resigned within 30 days, the Director’s position with Pickleball Canada is immediately terminated.*



8. To adopt the Transition Plan (Appendix I) providing a process to transition from 18 Directors to a range of 9 to 13 Directors.

Motion to approve Appendix I, and Temporary By-law #1 (Board Transition), Transition Plan, as per the motion below:

## Appendix I

### Pickleball Canada Proposed by-law amendments- Transition Plan

Pickleball Canada – Directors and Terms

Director	Elected or Appointed	Term Expires
Bryna Kopelow	Elected	May, 2022
Rose Sawatzky	Elected	May, 2023
Tony Casey	Elected	May, 2022 (Will not be standing for re-election)
Deanna Christie	Appointed	May, 2022
Vacant		May, 2023
Karen Rust	Elected	May, 2023
Cynthia Clark	Appointed	May, 2022
Peter Milovanovic	Appointed	May, 2022
Karen Wallace	Elected	May, 2023 (Resigning May, 2022)
Dave Best	Elected	May, 2023
Vacant		May, 2023
Cara Button	Elected	May, 2023
Robert Hogue	Elected	May, 2023
<b>Regional Representatives</b>	<b>All Appointed by Region</b>	<b>Appointment Date</b>
Gail Prior		July, 2021
Pat Morrison		February, 2020
Jacqueline Clarke		January, 2022
France Emery		November, 2020
Ted Fardoe		July, 2021

## ARTICLE 16

### TEMPORARY BY-LAW #1 – BOARD TRANSITION

16.1 Board Transition – This Article is enacted and the following sections of the Corporation’s By-laws will be temporarily repealed to the extent necessary to give effect to the provisions of this Article until this Article is repealed:

- a) 5.9 – Election and Term

b) 5.11 – Terms

16.2 Current Board Composition – The current Board composition of the Corporation, prior to May 2022, allowed for ten (10) elected Directors, three (3) Directors appointed to fill a vacant position until the next Annual Meeting, and five (5) Directors appointed as regional representatives. As of February 2022, the Board consisted of the following:

- a) Three (3) Directors (PM, CC, DC) appointed for a term expiring in May 2022
- b) Two (2) Directors (BK, TC) elected for a term expiring in May 2022
- c) Five (5) Directors (RS, KR, DB, CB, RH) elected for a term expiring in May 2023 – hereafter referred to as “Z” Directors
- d) One (1) Director (KW) elected for a term expiring in May 2023 but who will resign in May 2022
- e) Two (2) vacant positions expiring in May 2023
- f) Five (5) regional representative Directors

16.3 Elections and Expirations at Annual Meetings – The following elections will occur at the next three Annual Meetings of the Corporation:

- a) 2022 Meeting
  - i. The terms of the five (5) regional representative Directors expire
  - ii. The terms of the three (3) appointed Directors expire
  - iii. The terms of two (2) elected Directors expire
  - iv. Eight (8) Directors will be elected for a two (2) year term – hereafter referred to a “A” Directors
  - v. The Board will consist of thirteen (13) Directors (A Directors + Z Directors)
- b) 2023 Meeting
  - i. Z Directors terms expire
  - ii. Five (5) Directors will be elected for a two (2) year term – “B” Directors
  - iii. The Board will consist of thirteen (13) Directors
- c) 2024 Meeting
  - i. The A Directors terms expire
  - ii. Eight (8) Directors will be elected for a two (2) year term
  - iii. The Board will consist of thirteen (13) Directors

16.4 Repeal of this Article – After the elections at the 2024 Annual Meeting, the Board transition period will have completed and this Article should be repealed.