



Pickleball Canada (PC)

Summary of Proposed By-law Amendments

1. Background

The *Canadian Not-for-profit Corporations Act* (s. 197) sets out a list of “fundamental changes” and how these changes are to be approved by its members. These changes include:

- A change in the Corporation’s name or to the province where the registered office is located,
- Creating a new class of Members and
- Changing the number of Directors.

2. Proposed Fundamental Changes

The following proposed amendments to the By-laws are considered fundamental changes and require a Special Resolution of its Members. A Special Resolution requires at least 2/3 of the votes cast to be passed.

Description of Change	Current Wording	Proposed Wording	Rationale
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<p>Change/Simplify Name of Corporation to “Pickleball Canada”.</p>	<p><i>1.1 <u>Purpose</u> – These By-laws relate to the general conduct of the affairs of Pickleball Canada Organization, a Canadian Corporation. Pickleball Canada Organization also operates as Pickleball Canada and PCO.</i></p>	<p><i>1.1 <u>Purpose</u> – These By-laws relate to the general conduct of the affairs of Pickleball Canada, a Canadian not for profit Corporation.</i></p>	<p>Our organization is known by most people as “Pickleball Canada”. Changing the name avoids confusion, brings us in line with a protocol widely used by other sports organizations and corporations, is the name used in our marketing and branding efforts, and it is bilingual.</p>
<p>Definition of “Corporation” changed to reflect name change of the Organization</p>	<p><i>1.2 <u>Definitions</u></i> <i>f) Corporation – Pickleball Canada Organization;</i></p>	<p><i>1.2 <u>Definitions</u></i> <i>f) Corporation – Pickleball Canada;</i></p>	<p>If the amendment to change the name from “Pickleball Canada Organization” to “Pickleball Canada” (in s. 1.1 Purpose) goes forward, the definition of the “Corporation” should also be changed.</p>
<p>Change province where Registered Office is located from British Columbia to Ontario.</p>	<p><i>1.3 <u>Registered Office</u> - The Registered Office of the Corporation will be located in the province of British Columbia at such address as the Board may determine.</i></p>	<p><i>1.3 <u>Registered Office</u> - The Registered Office of the Corporation will be located in the province of Ontario, at such address as the Board may determine.</i></p>	<p>Now that Pickleball Canada (PC) has office space at the House of Sport in Ottawa, the office can be changed from a Director’s home address to a dedicated office. This is consistent with the practice of most NSO’s.</p>
<p>Change the category of membership from individuals to a class of “Members”, the Member Provinces/Territories (P/T’s).</p>	<p><i>2.1 <u>Categories</u> – The Corporation has the following categories of Members:</i> <i>a) Individual Members – Any individual, who is a participant, coach, official, or administrator, who has applied for membership, is registered as a Member with the Corporation and has agreed to abide by the Corporation’s bylaws, policies, procedures rules and regulations.</i></p>	<p><i>2.1 <u>Class of Membership</u> – 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.</i></p>	<p>Our current membership model has over 28,000 voting Members and is not seen as good governance, logistically practical, nor in line with what almost all other NSO’s have. In a recent legal consultation with Sport Law, PC was advised that Sport Law views this proposed form of membership as the preferred model for sports organizations.</p>

<p>Change Voting process from one vote per Member to a formula which allocates a number of “Base Votes”, plus additional votes based on the number of Registered Participants in the Member Province/Territory.</p>	<p><i>3.13 <u>Voting Privileges</u> – Members will have the following number of votes at all meetings of Members:</i> <i>(a) One (1) vote per Member</i></p>	<p><i>4.13 <u>Voting Process</u> - Members will appoint a Delegate who will have:</i> <i>a) 50% of the 500 votes be an allotment of the same number of “base votes” to each Member province and territory and</i> <i>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 current calendar year.</i></p> <p><i>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.</i></p> <p><i>Votes must be cast as a block and may not be split.</i></p>	<p>This provides every Member with some votes and prevents the Members with the greatest number of Registered Participants from dominating the voting process.</p> <p>This recognizes that Members with a much greater number of Registered Participants should have more votes while balancing the need to have representation from all Members. It may also promote and encourage provinces to increase their membership.</p>
<p>Remove Proxy Voting</p>	<p><i>3.14 <u>Proxy Voting</u> – Members may vote by proxy if:</i> <i>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;</i> <i>b) The proxy is received by the Corporation prior to the start of the meeting;</i> <i>c) The proxy clearly states the date of the specific meeting; and</i></p>	<p>Remove Section 3.14 Proxy Voting.</p>	<p>Proxy and absentee voting are more often used when the members are individuals rather than organizations.</p> <p>As the proposed model allows for a Member to name an delegate prior to the meeting there is not a need for proxy voting.</p> <p>Proxy and Absentee voting are not allowed for Directors under the <i>Canada No- for-profit Corporations Act</i>.</p>

	<i>d) The proxy clearly states to whom the proxy is given</i>		
Remove Absentee Voting	<i>3.16 <u>Absentee Voting</u> – 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</i>	Remove Section 3.16 Absentee Voting:	See above response
Change Number of Directors from 18 to a range of 9-13	<p><i>4.1 <u>Directors</u> – The Board will consist of eighteen (18) Directors, thirteen (13) of which shall be elected by the Members and five (5) of which shall be the voting representative of each of the five designated regional groups which are: British Columbia and Yukon; Prairies (AB, SK, MB) and NWT/Nunavut; Ontario; Quebec; Atlantic (NB, NL,NS,PE)</i></p> <p><i>A regional group is considered to exist when such group includes at least one provincial/territorial organization that is formally affiliated with Pickleball Canada. Additional provinces/territories will be included in a regional group upon formal affiliation with Pickleball Canada.</i></p> <p><i>Dependent upon their particular circumstances:</i></p> <p><i>a) Each regional group, in accordance with procedures developed by that group, shall</i></p>	<p><i>Directors and Composition of the Board</i></p> <p><i>5.1 <u>Number of Directors</u> – The Board consists of a minimum of nine (9) and a maximum of thirteen (13) Directors.</i></p> <p><i>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:</i></p> <p><i>a) The number of Directors is at least nine (9) and no more than thirteen (13); and</i></p> <p><i>b) The determination of the number of Directors on the Board does not have the effect of shortening the term of a sitting Director</i></p>	<p>Canadian Sport Law Governance Code which all National Sport Organizations are encouraged to adopt recommends a minimum of five Directors and a maximum of fifteen (15).</p> <p>A smaller number of Directors supports a more efficient functioning of the Board with each Director having a defined role and portfolio, reflecting the skills and expertise they bring to the Board.</p> <p>A range rather than a fixed number of Directors is a common practice among NSO's. It allows PC to expand and contract the number of Directors based on the needs of the Organization at the time.</p> <p>PC will no longer have five (5) Regional Representatives on the Board. All P/T Members will be voting Members at PC Meetings of Members and will significantly shape the direction of PC. The Board requires all of its Members to be</p>

	<p><i>elect a representative to Pickleball Canada's Board.</i></p> <p><i>b) If there is no currently existing regional group, the Board of Pickleball Canada may appoint a regional representative as a Director.</i></p> <p><i>c) When a regional group cannot agree on a regional representative, or declines to elect such representative, the Board of Pickleball Canada may appoint a representative as a Director.</i></p>		<p>independent, a practice recommended by the Canadian Sport Governance Code. A voting Member who is also on the Board of PC would not be considered independent.</p>
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3. Proposed Changes (non-fundamental)

The following are not considered fundamental changes and can be passed by an ordinary resolution of Members. To pass an ordinary resolution requires a majority of votes cast on that resolution.

Description of Change	Current Wording	Proposed Wording	Rationale
Remove the Mission Statement	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.	None	Sport Law advised that by-laws should contain only what's necessary for the legal operation of the Corporation. A Mission Statement is not required. If PC wants to maintain the Mission Statement, it could be included for example, on PC's web-page along with our Purpose and Core Values.
Add definition of Registered Participant	None	<i>1.2 <u>Definitions</u> - 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.</i>	Recognizes the significance of those individuals who participate in a variety of way in advancing pickleball and to distinguish between the roles of Members and Directors.
Add definition of Independent	None	<i>1.2 <u>Definitions</u> – Independent means a Director is not a Director of a Member organization and has no fiduciary duties to a Member organization.</i>	To ensure there is no real or perceived conflict of interest when serving on the Board. To prevent an individual from having undue influence by

			being a voting Member and a Director who votes on the Board.
Remove reference to candidate Member paying dues	<p><i>2.2 Admission of Members – Any candidate will be admitted as a Member if:</i></p> <p><i>a) The candidate member makes an application for membership in a manner prescribed by the Corporation;</i></p> <p><i>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;</i></p> <p><i>c) The candidate member has paid dues as prescribed by the Board;</i></p> <p><i>d) The candidate member has met the applicable definition listed in Section 2.1; and</i></p> <p><i>e) 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.</i></p>	<p><i>2.2 Admission of Members – Any candidate will be admitted as a Member if:</i></p> <p><i>a) The candidate member makes an application for membership in a manner prescribed by the Corporation;</i></p> <p><i>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;</i></p> <p><i>c) The candidate member has met the applicable definition listed in Section 2.1; and</i></p> <p><i>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.</i></p>	Member P/T's do not pay dues
Clarify Membership Year	None	<i>2.4 Membership Year - Unless otherwise determined by the Board, the membership year of the Corporation will be January 1st to December 31st</i>	For clarification and to align with the annual membership renewal date for Registered Participants.

Duration of Membership changed from Annual to Indefinite.	<p>Duration</p> <p>2.5 <i><u>Duration of Membership</u> – Membership is accorded on an annual basis as determined by the Board of Directors, and all Members, will re-apply for membership each year.</i></p>	<p>Duration</p> <p>2.6 <i><u>Duration of Membership</u> – Membership is for an indefinite period unless suspended or terminated or the member withdraws.</i></p>	Once a P/T is admitted as a Member, there is no need to apply for Membership annually.
Remove Membership Dues, Deadline and Arrears Sections	<p>Membership Dues</p> <p>2.6 <i><u>Dues</u> – Membership dues for all categories of membership will be determined annually by the Board.</i></p> <p>2.7 <i><u>Deadline</u> – 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.</i></p> <p>2.11 <i><u>Arrears</u> – 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.</i></p>	Removed	PC does not collect Membership dues from the Member P/T's.
Remove reference to Member paying Membership Dues	Good Standing	Good Standing	As above, P/T Members do not pay membership dues to PC.

	<p>2.12 <u>Definition</u> – A Member of the Corporation will be in good standing provided that the Member:</p> <p>a) Has not ceased to be a Member;</p> <p>b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;</p> <p>c) Has completed and remitted all documents as required by the Corporation;</p> <p>d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;</p> <p>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</p> <p>f) Has paid all required membership dues or debts to the Corporation, if any.</p>	<p>2.10 <u>Definition</u> – A Member of the Corporation will be in good standing provided that the Member:</p> <p>a) Has not ceased to be a Member;</p> <p>b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;</p> <p>c) Has completed and remitted all documents as required by the Corporation;</p> <p>d) Has complied with the by-laws, policies, procedures, rules and regulations of the Corporation;</p> <p>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.</p>	
Add new Article – Article III Registered Participants	None	Article III Registered Participants	The change from individuals to P/T’s being members requires a new Article on defining PC’s role and relationship with Registered Participants.

Add Section on Registered Participant Dues and Deadline for Dues payable	None	<p>Registered Participant Dues</p> <p>3.1 <u>Dues</u> –dues for Registered Participants will be determined annually by the Board.</p> <p>3.2 <u>Deadline</u> – Registered Participants will be notified in writing of their Registered Participant dues payable and if the dues are not paid within sixty (60) days of a date specified by the Board, the Registered Participant in default will automatically cease to be a Registered Participant with the Corporation.</p>	To confirm the process for establishing dues and dead-line for when dues must be paid.
Add Section on Discipline of Registered Participants	None	<p>Discipline</p> <p>3.3 <u>Discipline</u> – 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.</p> <p>3.4 <u>May Not Resign</u> – A Registered Participant may not resign from the Corporation if the Registered Participant is subject to disciplinary investigation or action.</p>	To maintain ability to discipline Registered Participants in accordance with PC’s policies and to ensure national enforcement and recognition of disciplinary sanctions applied by P/T Members.
Define how a Registered Participant may resign and circumstances when they would cease to be a Registered Participant	None	<p>Withdrawal and Termination</p> <p>3.5 <u>Withdrawal and Termination</u> – A Registered Participant ceases to be a Registered Participant if:</p> <p>a) The Registered Participant resigns from the Corporation by giving written notice to the</p>	To provide clarity on the process for resigning and the circumstances that would result in the individual no longer being a Registered Participant.

		<p><i>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;</i></p> <p><i>b) The Registered Participant fails to pay dues owed to the Corporation by the date specified in Section 3.2;</i></p> <p><i>c) The Registered Participant fails to comply with the Corporation’s registration policies or applicable policies;</i></p> <p><i>d) The Registered Participant’s term of registration expires; or</i></p> <p><i>e) The Corporation is liquidated or dissolved under the Act.</i></p>	
Provide definition of Registered Participant in Good Standing	None	<p><i>Good Standing</i></p> <p><i>3.6 <u>Definition</u> – A Registered Participant will be in good standing provided that the Registered Participant:</i></p> <p><i>a) Has not ceased to be a Registered Participant;</i></p> <p><i>b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;</i></p> <p><i>c) Has completed and remitted all documents as required by the Corporation;</i></p>	

		<p>d) <i>Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;</i></p> <p>e) <i>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</i></p> <p>f) <i>Has paid all required dues to the Corporation.</i></p> <p><i>3.7 <u>Cease to be in Good Standing</u> – Registered Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registered Participant has met the definition of good standing.</i></p>	
<p>Change the percentage of votes required to call a Special Meeting</p> <p>Time frame added for when Special Meeting should be held if it is requested.</p>	<p><i>3.2 <u>Special Meeting</u> – 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:</i></p> <p><i>a) the President,</i></p> <p><i>b) the Board, or</i></p> <p><i>c) Members, upon written requisition who hold ten percent (10%) of the votes of the Corporation.</i></p>	<p><i>4.2 <u>Special Meeting</u> – 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:</i></p> <p><i>a) the President,</i></p> <p><i>b) the Board, or</i></p> <p><i>c) Members, upon written requisition who hold five percent (5%) of the votes of the Corporation.</i></p> <p><i>d) A Special meeting will be held within sixty (60) days from the date it is requested.</i></p>	<p>Threshold for percentage of votes required to call a Special Meeting is set out in the CNFPA as 5%. This percent can be reduced in the By-Laws but not increased.</p> <p>To ensure that Special Meetings are held in a timely fashion.</p>

Define Quorum at a Meeting of Members	<i>3.12 <u>Quorum</u> – A minimum of ten (10) Members in person or via proxy will 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.</i>	<i>4.12 <u>Quorum</u> - At any meeting of the 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.</i>	With a relatively small number of Members, (ranging from 10-13 P/T Members), the number to form quorum needs to be changed. This will be consistent with the number needed for a quorum of Board meetings.
Change Voting process from one vote per member to a formula which allocates a number of “Base Votes”, plus additional votes based on the number of Registered Participants in the affiliated Province/Territory Clarify the process for when the formula results in a fraction of total number of votes	<i>3.13 <u>Voting Privileges</u> – Members will have the following number of votes at all meetings of Members: (a) One (1) vote per Member</i>	<i>4.13 <u>Voting Privileges</u> - Members will appoint a Delegate who will have: a) 50% of the 500 votes be an allotment of the same number of “base votes” to each affiliated province and territory and b) 50% of the 500 votes be allocated based on the proportion that each affiliated 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 member votes, the total number of votes is rounded up or down to the nearest whole number. Where rounding of member votes results in a total number of votes greater or less than 500, the total number of votes is increased or decreased to the nearest whole number. Votes must be cast as a block and may not be split.</i>	This provides every affiliated P/T with some votes and prevents the affiliated P/T’s with the greatest number of registered participants from dominating the voting process. This recognizes that P/T’s with a much greater number of participants should have more votes while balancing the need to have representation from all affiliated P/T’s. It may also promote and encourage provinces to increase their membership.
Members to appoint in writing the name of their Delegate	None	<i>4.14 <u>Delegates</u> – Members will appoint in writing (inclusive of electronic notice) to Pickleball Canada,</i>	Provides PC with sufficient notice of who to expect at a meeting.

		<i>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, be a Registered Participant in good standing of the Member organization and be acting as the Member's representative.</i>	
Remove Maximum Number of Proxies	<i>3.15 <u>Maximum Number of Proxies</u> – No individual or Member will hold more than one (1) proxy vote.</i>	Remove Section 3.15	If 3.14 “Proxy Voting” is removed this section should also be removed.
Voting by Mail not an option	<i>3.17 <u>Voting by Mail or Electronic Means</u> – A Member may vote by mail, or 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.</i>	<i>4.15 <u>Voting by Electronic Means</u> – 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.</i>	In practice, PC for many years has only used electronic or telephonic voting. Removing the mail option, clarifies that PC will use a method of voting that is modern, efficient and the preferred practice of voting.
Remove reference to proxy votes in determining the majority of votes	<i>3.20 <u>Majority of Votes</u> – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.</i>	<i>4.18 <u>Majority of Votes</u> – 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.</i>	If section 3.14 Proxy Voting is removed, the reference to proxy votes in this section should be removed.
To establish a process and timeline for setting number of Directors to be elected at a meeting of Members.	<i>4.1 <u>Directors</u> – The Board will consist of eighteen (18) Directors, thirteen (13) of which shall be elected by the Members and five (5) of which shall be the voting representative of each of the five designated regional groups which</i>	<i>5.1 <u>Directors and Composition of the Board</u> 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:</i>	

	<p><i>are: British Columbia and Yukon; Prairies (AB, SK, MB) and NWT/Nunavut; Ontario; Quebec; Atlantic (NB, NL,NS,PE)</i></p> <p><i>A regional group is considered to exist when such group includes at least one provincial/territorial organization that is formally affiliated with Pickleball Canada. Additional provinces/territories will be included in a regional group upon formal affiliation with Pickleball Canada.</i></p> <p><i>Dependent upon their particular circumstances:</i></p> <p><i>a) Each regional group, in accordance with procedures developed by that group, shall elect a representative to Pickleball Canada’s Board.</i></p> <p><i>b) If there is no currently existing regional group, the Board of Pickleball Canada may appoint a regional representative as a Director.</i></p> <p><i>c) When a regional group cannot agree on a regional representative, or declines to elect such representative, the Board of Pickleball Canada may appoint a representative as a Director.</i></p>	<p><i>a) The number of Directors is at least nine (9) and no more than thirteen (13); and</i></p> <p><i>b) The determination of the number of Directors on the Board does not have the effect of shortening the term of a sitting Director.</i></p>	
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Gender Diversity on the Board	None	5.2 <i>Gender Diversity</i> – The Board shall be comprised of no more than 60 per cent of its Directors of the same gender.	PC believes that a diverse Board with a range of perspectives, experiences and backgrounds supports optimal Board performance. Gender equity is consistent with the Canadian Sport which recommends that NSO’s do not have more than 60% of the Directors are of the same gender.
Directors of Member Organizations ineligible to be a Director of Pickleball Canada.	4.3 <i>Ineligible</i> – The following individuals and Members 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 the Corporation 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 the Corporation, either individually or as a partner, associate, board member or shareholder of a corporation for the duration of the specific work and one (1) year after delivery of the work.	5.4 <i>Ineligible</i> – 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	Consistent with and supports the requirement for Directors to be Independent.

		<i>days, the Director's position with Pickleball Canada is immediately terminated.</i>	
Nominations Committee will attempt to have Directors from all regions of Canada on the Board.	<i>4.4 <u>Nominations Committee</u> – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors.</i>	<i>5.5 <u>Nominations Committee</u> – 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.</i>	Ideally there will be Directors from all regions of Canada on the Board. Pickleball Canada will try to achieve regional diversity while ensuring gender diversity and recruiting individuals with specific skills and characteristics as required by the Board.
Number of Directors elected will change due to reduced number of directors on the Board.	<i>4.8 <u>Election and Term</u> – The election of directors will take place at each Annual Meeting of Members. For the thirteen (13) member elected directors, the elections will take place in two phases: a) Six (6) Directors will be elected to the Board at alternate Annual Meetings in even numbered years; and b) Seven (7) Directors will be elected to the Board in odd numbered years. c) These numbers may vary if a director has resigned or been removed during his/her term of office; or, to accommodate transitional changes required to implement this process.</i>	<i>5.9 <u>Election and Term</u> –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.</i>	For consistency with the reduced number and range of Directors on the Board.
Maximum Number of Directors' Terms reduced from four (4) to two (2)	<i>4.10 <u>Terms</u>– Elected Directors will hold office for a term of two (2) years and will hold office until their successors</i>	<i>5.11 <u>Terms</u>– 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</i>	A maximum of four terms or eight years is a significant length of time to serve on the Board. Limiting the total length of service on the Board

	<i>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 four (4) consecutive terms beginning with the adoption of these Bylaws.</i>	<i>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.</i>	to four consecutive years promotes the practice of bringing n new Directors with a variety of skills, ideas and perspectives onto the Board.
Change the Effective Date of a Director’s Resignation from the when the Board accepts the resignation to when the resignation is sent or the specified time in the resignation.	<i>4.11 <u>Resignation</u> – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.</i>	<i>5.12 <u>Resignation</u> – A Director may resign from the Board at any time by presenting their written notice of resignation to the Board. This resignation becomes effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.</i>	For compliance with Section 129 (2) of the <i>Canada not-for-profit Corporations Act</i> which states: “A resignation of a director becomes effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.”
Replace gender specific pronouns with gender neutral pronouns in: - 4.12 b) and d) - 4.13 and - 5.4	<i>4.12 <u>Vacate Office</u> – 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 his or her creditors, or makes unauthorized assignment, or is declared insolvent; c) Is charged and/or convicted of any criminal offence related to the position;</i>	<i>5.13 <u>Vacate Office</u> – 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.</i>	Pickleball Canada supports and promotes the use of gender-neutral pronouns

	<p>d) <i>Changes his or her permanent residence outside of Canada; or</i></p> <p>e) <i>Dies.</i></p> <p>4.13 <u>Removal</u> – <i>A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.</i></p> <p>5.4 <u>Removal</u> – <i>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, his or her position as a Director will automatically and simultaneously be terminated.</i></p>	<p>5.14 <u>Removal</u> – <i>A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.</i></p> <p>6.4 <u>Removal</u> – <i>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.</i></p>	
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Board can appoint a Director into a vacant position until the end of the term	4.15 <u>Vacancy</u> - 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 until the next Annual Meeting of Members.	4.15 <u>Vacancy</u> - 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.	The Canada Not-for-profit Corporations Act provides two options to fill a vacant position:1) The Board can fill the position with a qualified person for the remainder of the term, or 2) The Members (the P/T's) can fill the vacancy. In order to prevent the need to call a Special Meeting of Members whenever there is a vacancy on the Board, Sport Law recommends that the Board fill vacant positions for the remainder of the term.
Change of Quorum at meeting of the Board	4.19 <u>Quorum</u> – At any meeting of the Board, quorum will be 40% of the Directors.	5.20 <u>Quorum</u> – At any meeting of the Board, quorum will be a majority of the Directors.	To be consistent with quorum at a meeting of Members.
Change from President casting deciding vote in the event of a tie at a Board meeting to motion being defeated if there is a tie.	4.20 <u>Voting</u> – Each Director, 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 President may cast a deciding vote to break the tie.	5.21 <u>Voting</u> – 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.	Reinforces the principle that each Director is entitled to one vote and decisions are made by a majority of Directors present.
Replace the term “Registrants” with “Registered Participant”	4.27 <u>Empowered</u> – The Board is empowered to: b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants	5.28 <u>Empowered</u> – The Board is empowered to: 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.	Registrant is not defined or used elsewhere in the by-laws.

	<i>in accordance with such policies and procedures.</i>		
Officers 5.2 (c) Change Title of VP	<i>5. (c) The Vice President –Development</i>	<i>6.2 (c) The Vice President – Sport</i>	Updated to reflect the current title of the Vice President.
Clarify wording to confirm the President Ex-officio does not have voting privileges.	<i>6.6 <u>President Ex-officio</u> – The President will be an ex-officio (non-voting) member of all Committees of the Corporation.</i>	<i>7.6 <u>President Ex-officio</u> – The President will be an ex-officio and non-voting member of all Committees of the Corporation.</i>	Ex-officio does not have the same meaning as non-voting. This minor change clarifies the non-voting status.
Transition Plan	<i>None</i>	<i>See Appendix I</i>	Provides a process to transition from 18 Directors to a range of 9 to 13.