

PICKLEBALL CANADA DRAFT* BYLAWS

**April 25/23; Acceptance Subject to Membership Agreement*

1 – GENERAL

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of Pickleball Canada, a Canadian not-for-profit corporation. Pickleball Canada (PC) also operates as Pickleball Canada Organization (PCO).
- 1.2 Definitions - In these Bylaws, unless the context otherwise requires, the following terms have these meanings:
- a. "Act" – The *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b. "Articles" - The original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c. "Corporation" – Pickleball Canada (PC), or Pickleball Canada Organization (PCO);
 - d. "Board" - The Board of Directors of the Corporation;
 - e. "Delegate"– An individual selected by their respective Class A Member to represent, attend, participate and vote at any Meetings of Members;
 - f. "Director" – An individual elected or appointed to serve on the Board of Directors pursuant to the Bylaws and in accordance to the Act;
 - g. "Independent Director" – A Director who has no fiduciary obligation to any body at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature;
 - h. "Member" –
 - a) Class A Members – The Provincial and Territorial Sports Organizations in Canada that are recognized by PC as the governing body for the sport of pickleball within each jurisdiction and are registered with the Corporation; and
 - b) Class B Members - All individuals registered with Pickleball Canada and their respective Class A Member;
 - i. "Meeting of Members" - An Annual Meeting of Members or a Special Meeting of Members;
 - j. "Officer" – An individual elected or appointed to serve as an Officer of the Corporation under section 142 of the Act, which includes the Chair of the Board, any Vice-Chair, the Secretary, the Treasurer, or a managing director of a corporation, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices;

- k. "Ordinary Resolution" – A resolution that must be passed by a majority (more than 50%) of the votes cast by Members on that resolution;
 - l. "PTSO" – The Provincial or Territorial Sports Organization in Canada that is recognized by the Corporation as the governing body for the sport of pickleball within that jurisdiction, and which is registered with PC as a Class A Member;
 - m. "Proposal" - A written submission by a Class A Member of the Corporation on any matter the member proposes to raise at a Meeting of the Members that meets the requirements of section 163 of the Act;
 - n. "Special Resolution" - A resolution must be passed by a majority of not less than two-thirds (2/3) of the votes cast by Members on that resolution.
- 1.3 Interpretation - In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.2 above, words and expressions defined in the Act have the same meanings when used in these Bylaws.
- 1.4 Registered Office – The Registered Office of the Corporation will be located at such address as the Board of Directors may determine within the Province of Ontario, and which shall be made public to the Corporation Members.
- 1.5 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) of its Officers, or one of its Officers and the chief staff individual. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.
- 1.6 Financial Year End - The financial year end of the Corporation shall be determined by the Board.
- 1.7 Banking Arrangements - The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be signed by any two (2) of its Officers, or one of its Officers and the chief staff individual.
- 1.8 Annual Financial Statements – Preceding each Annual Meeting of Members, the Corporation shall make available to Members current annual financial statements and other documents referred to in the Act.
- 1.9 Jurisdiction - PC establishes the national policies, programs and standards for pickleball in Canada. PTSOs govern the sport of pickleball in their respective region in compliance with national policies and standards. PC shall develop a Membership Agreement with each Class A Member with respect to jurisdiction.

- 1.10 No Gain for Members – The Corporation’s business will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.11 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision, values and policies of the Corporation.
- 1.12 Conduct of Meetings – Unless otherwise specified in the Act, Meetings of Members and meetings of the Board will be conducted according to the most current edition of *Robert’s Rules of Order*.
- 1.13 Language – These Bylaws have been prepared in the English language and the official French language text is a translation. In the case of conflicting interpretations, the English language version shall prevail. The Corporation shall maintain an Official Languages Policy for Bylaws, operations and meetings.

2 – MEMBERSHIP

- 2.1 Classes of Membership - The Corporation shall have two (2) classes of Members:
 - a. Class A Members - which shall be PTSOs; and
 - b. Class B Members - which shall be every individual registered with PC and its respective Class A Member.
- 2.2 Class A Members and Conditions of Membership:
 - a. Class A voting membership shall be available only to the Provincial and Territorial Sports Organizations in Canada that are recognized by Pickleball Canada as the governing body for the sport of pickleball within each jurisdiction and are registered with the Corporation.
 - b. Each Class A Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time.
 - c. PC shall develop a 'Membership Agreement' with all Class A Members to address such topics as jurisdiction.
 - d. The term of a Class A membership exists in perpetuity until such time as the Corporation terminates the membership or the Class A Member withdraws from the Corporation in accordance with these Bylaws.
 - e. Class A Members are entitled to select Delegates to attend, participate and vote at Meetings of Members.
 - f. A total of up to seventy (70) Delegates will be allocated to Class A Members.

- a) Each Class A Member is entitled to a base number of two (2) Delegates to represent that Class A Member at Meetings of Members.
- b) The remaining number of Delegates will be allocated to each Class A Member based on the proportion of the number of individuals registered in each jurisdiction in relation to the total number of individuals registered with Pickleball Canada.
 - i. The number of individuals registered will be based on the official number of registrations maintained by Pickleball Canada as of December 31 of each year.
 - ii. The number of Delegates allocated to each Class A Member will be rounded down to the nearest whole number. If the total number of Delegates is below 70, the Board may allocate additional Delegates to a Class A Member in order to reach the 70 Delegate threshold.
- g. Each Class A Member shall select its allocated number of Delegates to represent that Class A Member at any Meetings of Members:
 - i. Pickleball Canada will inform Class A Members of the number of Delegates allotted to each Class A Member for the year by January 15 of each year.
 - ii. All Delegates will be chosen by the respective Class A Member and be a member of that Class A Member. The selection process chosen by the Class A Member does not require approval of PC.
 - iii. Each Class A Member must identify the individuals selected as Delegates from its jurisdiction and inform Pickleball Canada by February 15. Pickleball Canada must be informed as soon as possible of any changes to a Class A Member's Delegates.

(NOTE: For 2023 only, this date will be 30 days prior to the initial Meeting of Members. This note will be removed once the initial Meeting of Members is completed.)

- h. Each Delegate is entitled to one vote.
- i. Notwithstanding paragraph 2.2(h), a Class A Member may assign more than one vote to a Delegate if:
 - a) Another Delegate selected by that Class A Member is unable to attend a Meeting of Members; or
 - b) That Class A Member is unable to select its allotted number of Delegates in advance of a Meeting of Members.

2.3 Class B Members:

- a. Each Class B Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time.

- b. The term of membership of a Class B Member shall be annual (January through December), subject to renewal in accordance with these By-laws and the policies of the Corporation.
- c. Subject to the Act and the Articles, a Class B Member shall not be entitled to receive notice of, attend or vote at Meetings of Members. If, however, there is a proposed Fundamental Change to the Bylaws, Articles, or in accordance with subsection 197(1) of the Act, Class B Members shall be permitted to receive notice of, attend and vote at the respective Meetings of Members.
- d. Class B Members are, unless the articles otherwise provide in the case of an amendment, entitled to vote separately as a class or group on certain proposals, in accordance with subsection 199(1) of the Act.

2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a. Change a condition required for being a Member;
- b. Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c. Change the method of voting by Members not in attendance at a meeting of Members.

3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues – The Board may set annual membership dues. Members shall be notified in writing of the membership dues at any time payable. Members in default may cease to be Members of the Corporation if repeated default of payment persists, subject to Board approval.

3.2 Termination of Class A Membership - A Class A membership in the Corporation is terminated when:

- a. The Class A Member disbands or dissolves,
- b. A Class A Member fails to maintain any qualifications for membership described in Section 2.2;
- c. The Class A Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d. The Class A Member is terminated in accordance with Section 3.5 or is otherwise terminated in accordance with the Articles or Bylaws; or,
- e. The Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

- 3.3 Termination of Class B Membership - A Class B membership in the Corporation is terminated when:
- a. The Class B Member is deceased;
 - b. A Class B Member fails to maintain any qualifications for membership described in Section 2.3;
 - c. The Class B Member resigns from a Class A Member organization in which case such resignation shall be effective on the date specified in the resignation;
 - d. The Class B Member is suspended or expelled from their Class A Member organization, or is otherwise terminated in accordance with the Articles or Bylaws;
 - e. The Member's term of membership expires;
 - f. The Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

- 3.4 Transfers of Membership Prohibited
- a. The Corporation prohibits the transfer of the membership of Class A Member to another class or group.
 - b. The Corporation prohibits the transfer of the membership of a Class B Member to another individual.

- 3.5 Discipline, Class A Members -
- a. A Class A Member may be disciplined, suspended or terminated by Ordinary Resolution of the Board, or of the Members, at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for discipline, suspension or termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
 - b. A member may also be disciplined, suspended or terminated in accordance with the Corporation's policies relating to discipline, which shall include:
 - i. Violating any provision of the Articles, Bylaws, or written policies of the Corporation;
 - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board.

- 3.6 Discipline, Class B Members -
- a. A Class B Member may be disciplined, suspended or terminated by Ordinary Resolution of the Board, or of the Members, at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for discipline and the member receiving the notice will be entitled to submit a written submission opposing the termination;

- b. A member may also be disciplined, suspended or terminated in accordance with the Corporation's policies relating to discipline, which shall include:
 - i. Violating any provision of the Articles, Bylaws, or written policies of the Corporation;
 - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board.

4 – MEETING(S) OF MEMBERS

- 4.1 Persons Entitled to be Present - The only persons entitled to be present at any Class A Meeting of Members shall be those Delegates entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required to be present under any provision of the Act, Articles or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by Ordinary Resolution of the Delegates.
- 4.2 Chair of the Meeting – The Chair of the Board shall chair all Meetings of the Members. In the event that the Chair is absent, either of the Vice Chairs shall chair the meetings. In the event all three are absent, the Directors who are present at the meeting shall choose one of their number to chair the meeting.
- 4.3 Quorum - A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be:
 - a. 50% of Delegates entitled to vote at the meeting, which shall represent at least 50% of Class A Members.
- 4.4 Votes to Govern - At any Meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by an ordinary resolution. In case of a tie in the number of votes, the motion is considered defeated.
- 4.5 Types of Meetings – Meetings of Members include Annual Meetings of Members and Special Meetings of Members.
 - a. Annual Meeting of Members – The Corporation will hold Meetings of Members at such date, time and place as determined by the Board. The Annual Meeting of Members will be held within fifteen (15) months of the last Annual Meeting of Members, but not later than six (6) months after the end of the Corporation's preceding financial year.
 - b. Special Meeting of Members – The agenda of a Special Meeting of members will be limited to the subject matter for which the meeting was duly called. A Special Meeting of Members may be called at any time by the Directors, or the Class A Members, upon written requisition, who hold

five percent (5%) of the votes of the Corporation, and must be called within twenty-one (21) days and held within sixty (60) days from the date of request.

- 4.6 Meetings by Electronic Means – A Meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate with each other during the meeting, at the discretion of the Board.
- 4.7 Participation in Meetings by Electronic Means – Any Delegate, or Class B Member, entitled to vote at a Meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 4.8 Notice – Notice of any Meeting of Members shall include the time, format and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board at least thirty (30) days prior to the meeting, via either:
- a. Mail or courier; or,
 - b. Telephone, electronic or other communication facility; or,
 - c. Posting on the Corporation’s website.
- 4.9 Agenda – The agenda for the Annual Meeting of Members should include, but not be limited to:
1. Call to order
 2. Determination of a quorum
 3. Appointment of scrutineers
 4. Approval of the agenda
 5. Declaration of any conflicts of interest
 6. Adoption of minutes of the previous Meeting
 7. Board, Committee and Staff reports
 8. Report of Auditors
 9. Appointment of Auditors
 10. Business as specified in the meeting notice
 11. Election of new Directors
 12. Adjournment
- 4.10 New Business – No other item of business will be included in the notice of the Annual or Special Meeting of Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board forty-five (45) days prior to the Meeting of Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all applicable Members with the agenda and the notice calling an Annual or Special Meeting of Members.

5 – DIRECTORS

- 5.1 Board of Directors – Pickleball Canada is striving for equity, gender and regional balance and fair representation of specifically skilled individuals to sit on its Board of Directors. The Board will consist of a minimum of nine (9) and a maximum of thirteen (13) Directors. Sixty (60) days prior to the Annual Meeting of Members, the Board and Nominations Committee will provide notice to the Members setting out the number of Directors to sit on the Board for the upcoming year, along with the rationale should there be a change in the number from the preceding year. A decrease in the number of Directors cannot decrease a sitting Directors term.

(NOTE: for 2023 only, this clause may be adapted to 30 days. This note will be removed following the 2023 Meeting of Members.)

- 5.2 Election and Term –
- a. Subject to the Articles, the Members will elect the Directors at the Annual Meeting of Members and at any Special Meeting of Members at which an election of Directors is required. The nominee(s) receiving the greatest number of votes and an ordinary resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.
 - b. Directors shall be elected to hold office for a term expiring not later than the close of the second Annual Meeting of Members following the election, or approximately a two-year term.
 - c. Directors shall not be eligible to be on the Board for more than three consecutive two-year terms (six years). A Director may return to the Board after at least a one-year break.
- 5.3 Board Responsibility - The Directors of the corporation shall hold regular meetings at which the Directors may:
- a. Make policies;
 - b. Adopt forms of debt obligation certificates and corporate records;
 - c. Authorize the issue of debt obligations;
 - d. Appoint officers;
 - e. Appoint a public accountant to hold office;
 - f. Confirm budgets;
 - g. Issue memberships;
 - h. Set membership dues;
 - i. Make banking arrangements; and,
 - j. Transact any other business.

- 5.4 Nominations Committee – The Board shall appoint a Nominations Committee each year.
- a. The Nominations Committee will be responsible for soliciting nominations for the election of the Directors according to the Corporation’s policy for equity, gender and regional balance, and fair regional representation of specifically skilled individuals. Such policy must be updated and made public no later than sixty (60) days prior to an Annual Meeting of the Members.
 - b. The Nominations Committee shall include Directors and Class B Members or other individuals as determined by the Board.
- 5.5 Nominations – Any nomination of an individual for election as a Director must:
- a. Include the written and signed consent of the nominee.
 - b. Comply with the procedures established by the Nominations Committee;
 - c. Be submitted to the Registered Office of the Corporation no later than seven (7) days prior to the Annual Meeting of Members. This timeline may be extended by Ordinary Resolution of the Board.
- 5.6 Election Years –
- a. Up to Seven (7) Directors will be elected to the Board at each Annual Meetings of Members;
 - b. 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.

(In 2023 there will be six positions open for two-year terms. The six (6) incumbents will continue to serve the final year of their previously-elected two-year term. Once initiated, this bracketed phrase will be eliminated in 2024 from these Bylaws.)

- 5.7 Qualification of Directors:
- a. Qualified:
 - i. Any person or individual who is at least eighteen (18) years of age, who is a resident of Canada as defined by the Income Tax Act, who has the power to contract, and who is not disqualified under subsection 126(1) of the Act, may be nominated for election or appointment as a Director;
 - ii. Is a member in good standing of a Class A Member.
 - b. Disqualified: The following individuals cannot be nominated, elected or appointed as a Director and, if a current Director fills any of these roles, the Director’s position will be vacated:
 - i. Any employee of the Corporation for the duration of their employment and one (1) year after termination of their employment;
 - ii. Any individual who is hired to perform specific work for the Corporation, either individually or as a partner, associate, employee, director or shareholder of a corporation for the duration of the work and one (1) year after delivery of the work;
 - iii. Any person who has the status of bankrupt;

- iv. Any individual who is a current director, or employee, of a Class A Member; and
- v. Any individual who is deemed not to be Independent in accordance with Section 1.2 (g) of the Bylaws.

- 5.8 Removal of a Director – By Ordinary Resolution at a Special Meeting of Members, the Class A Members shall have authority to suspend or expel any Director for any of the following grounds:
- a. Violating any provision of the Articles, Bylaws, or written policies of the Corporation;
 - b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board i;
 - c. For any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.
- The Board shall maintain a Discipline Policy for any infraction of the above grounds by any Director and may temporarily suspend any Director following that policy.
- 5.9 Quorum – A quorum for Board meetings shall be a minimum of 50% of the total number of Directors holding office. If a quorum is not reached, the meeting will be re-scheduled.
- 5.10 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term.

6 – MEETINGS OF DIRECTORS

- 6.1 Calling of Meetings - Meetings of the Board may be called by the Chair of the Board, either Vice-Chair of the Board or any two (2) Directors at any time.
- 6.2 Notice of Meeting - Notice of the time and place for the holding of a meeting of the Board shall be given to each Director not less than seven (7) days before the time when the meeting is to be held by one of the following methods:
- a. Mailed by prepaid ordinary mail to the Director's address;
 - b. By telephonic, or electronic means to Director's recorded address for that purpose; or
 - c. By an electronic document in accordance with the Act.

Notice of a Meeting of the Board shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting of the Board. Unless the Bylaw otherwise provides, no notice of a Meeting of the Board need specify the purpose or the business to be transacted at the meeting except that a notice of Meeting of the Board shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

- 6.3 Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 6.4 Votes to Govern – Unless otherwise noted in the Bylaws or Act, at all meetings of the Board, every question shall be decided by Ordinary Resolution. In case of a tie in the number of votes, the motion is considered defeated.
- 6.5 Committees - The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by an Ordinary Resolution of the Board.

7 – OFFICERS

- 7.1 Description of Officers - Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- a. Chair of the Board - The Chair of the Board, shall be a Director. The Chair of the Board shall, when present, preside at all Meetings of the Board of Directors and all Meetings of Members. The Chair shall have such other duties and powers as the Board may specify.
 - b. Vice Chairs – There shall be up to two (2) Vice Chairs of the Board, both of whom shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, a Vice Chair of the Board, if any, shall, when present, preside at all Meetings of the Board and Meetings of Members. The Vice Chairs shall have such other duties and powers as the Board may specify.
 - c. Secretary – If appointed, the Secretary shall be a Director and attend and be responsible, along with office staff, for the written recording of all Meetings of the Board, Members and Committees of the Board.
 - d. Treasurer - If appointed, the Treasurer shall be a Director and have such powers and duties as the Board may specify.
- 7.2 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors
- 7.3 Vacancy in Office - The Board may remove any Officer of the Corporation by Ordinary Resolution. Unless so removed, an Officer shall hold office until the earlier of:
- a. The Officer’s elected term is completed;

- b. The Officer's successor being appointed;
- c. The Officer's resignation;
- d. The Officer ceasing to be a Director; or,
- e. The Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy until the subsequent Annual Meeting of Members.

8 – NOTICES

- 8.1 Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served, other than notice of a Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Bylaws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:
- a. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act; or
 - b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d. If provided in the form of an electronic document in accordance with the Act.
- 8.2 Omissions and Errors - The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9 – DISPUTE RESOLUTION

- 9.1 Mediation and Arbitration - Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2.
- 9.2 Dispute Resolution Mechanism - The Board shall maintain a Discipline Policy that, in the event that a dispute or controversy among Members, Directors, Officers, Committee Members or volunteers of the Corporation arising out of or related to the Articles or

Bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, Committee Members or volunteers of the Corporation as set out in the Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled in accordance with the Corporation's Discipline Policy.

10 – CONFLICT OF INTEREST

- 10.1 Conflict of Interest - The Board shall maintain a policy for conflicts of interest for any Member, Director, Officer, Committee Member, volunteer, or employee.

11 – CHANGE TO BYLAWS

- 11.1 Fundamental Change - In accordance with the sections of the Act applicable to Fundamental Changes (Part 13, 197.1), a Special Resolution of all Members is required in order to make fundamental changes to the Bylaws of the Corporation. Fundamental Changes are defined as follows:
- a. Change the Corporation's name;
 - b. Change the province in which the Corporation's Registered Office is situated;
 - c. Add, change, or remove any restriction on the activities that the Corporation may carry on;
 - d. Create a new class or group of Members;
 - e. Change a condition required for being a Member;
 - f. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
 - g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h. Add, change, or remove a provision respecting the transfer of a membership;
 - i. Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
 - j. Change the statement of the purpose of the Corporation;
 - k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - l. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - m. Change the method of voting by Members not in attendance at a meeting of Members; or
 - n. Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

- 11.2 Amendments to Bylaws – Subject to Section 11.1, these Bylaws may only be amended, revised, repealed or added to by:
- a. Ordinary Resolution of the Board. The new, amended, or revised Bylaw is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the Members may confirm, reject or amend the Bylaws by Ordinary Resolution. A new, amended, or revised Bylaw that is not ratified by the Members ceases to have effect and no new Bylaw of the same or like substance has any effect until ratified at a Meeting of the Members; or,
 - b. A Class A Member which may make a proposal to make, amend, or repeal a Bylaw in accordance with the Act, which requires at least sixty (60) days’ notice. The new, amended, or repealed Bylaw will be submitted to the Members at the next Meeting of Members and, except for those amendments that are considered fundamental changes, the voting Delegates at a Meeting of Members may confirm, reject or amend the Bylaws by Ordinary Resolution.

12 – EFFECTIVE DATE

- 12.1 Effective Date - Subject to matters requiring a Special Resolution by the Members, this Bylaw shall be effective immediately after the resolution is passed.
- 12.2 **CERTIFIED to be Bylaws of the Corporation, as confirmed by the Members of the Corporation by Special Resolution on the ____ day of _____, 20_____.**

[Indicate name of director/officer]

[Indicate name of director/officer]