



PICKLEBALL CANADA

SPECIAL GENERAL MEETING

MARCH 24, 2025

NOTICE OF MOTIONS

MARCH 2025 SGM

The following four resolutions (numbers 2025-01 through 2025-04) are presented for consideration of the Pickleball Canada membership. Full background for each of the Resolutions is attached.

Each resolution is proposed to amend the stated article of the Organizational Bylaw of the Corporation as presented, with such amendments to be effective June 25, 2025 to allow the current Board of Directors to complete their terms through the 2025 Annual General Meeting (AGM), and to allow for elections to proceed at the 2025 AGM in accordance with any adjustments made at the March 2025 Special General Meeting.

Resolution 2025-01 - Requires a special resolution (i.e. more than 2/3s of the vote) to be adopted: "That, effective June 25, 2025, Article 4.1 be amended to read: Directors – The Board will consist of twelve (12) Directors elected by the Members."

Resolution 2025-02 - Requires an ordinary resolution (i.e. more than 50% of the vote) to be adopted: "That, effective June 25, 2025, Article 4.3 be amended to add section c) Any individual who is an employee, officer or director of any pickleball organization at the national, provincial or territorial level, except if that individual has filed with the Corporation's Nominations Committee a written undertaking of their intention to resign as an employee, director or officer of that organization within seven (7) days of their election as a Director of the Corporation."

Resolution 2025-03 - Requires an ordinary resolution (i.e. more than 50% of the vote) to be adopted: "That, effective June 25, 2025, Article 4.4 be amended to read: Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors, ensuring a diversity of nominees on the basis of skills, background, gender and geographic location. The Nominations Committee will ensure that there is at least one (1) nominee who is a resident from each of the following geographic areas:

- a) British Columbia and Yukon;
- b) Alberta and Northwest Territories;
- c) Manitoba, Saskatchewan and Nunavut;
- d) Ontario;
- e) Quebec; and
- f) New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island"

Resolution 2025-04 - Requires an ordinary resolution (i.e. more than 50% of the vote) to be adopted: "That, effective June 25, 2025, Article 4.8 be amended to read: Election and Term – The election of six (6) directors will take place at each Annual Meeting, and directors will be elected to serve a term of two (2) years. The number of directors elected at an Annual Meeting may vary if a director has resigned or been removed during their term of office, or to accommodate transitional changes required to implement this amendment."



RESOLUTION 2025-01 **NOTICE OF MOTION**

Article: 4.1

SUBMITTED BY: Pickleball Canada Board of Directors

CURRENT WORDING:

Composition of the Board

4.1 Directors – 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)

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.

Dependent upon their particular circumstances:

- a) Each regional group, in accordance with procedures developed by that group, shall elect a representative to Pickleball Canada’s Board.
- b) If there is no currently existing regional group, the Board of Pickleball Canada may appoint a regional representative as a Director.
- 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.

PROPOSED CHANGES:

Composition of the Board

4.1 Directors – ~~The Board will consist of twelve (12) Directors elected by the Members. 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)~~

~~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.~~

~~Dependent upon their particular circumstances:~~

- ~~a) Each regional group, in accordance with procedures developed by that group, shall elect a representative to Pickleball Canada’s Board.~~
- ~~b) If there is no currently existing regional group, the Board of Pickleball Canada may appoint a regional representative as a Director.~~
- ~~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.~~

RATIONALE:

This adjustment is intended to reduce the number of directors from 18 to 12. To become a funded National Sport Organization with Sport Canada, Pickleball Canada must adhere to the Sport Governance Code, which suggests between 7-11 Directors, and not more than 15. Pickleball Canada Articles currently contain a limit of 12 Directors. The suggestion is to make the simple adjustment to bring our Bylaws in line with our Articles. The Pickleball Canada Board is of the opinion that a board of more than 12 Directors is unwieldy.



Currently Regional Directors are appointed to the Board by the Region. This is not permissible by law - all members must vote on all Directors. Regional Directors appointed to Pickleball Canada's Board of Directors owe a duty of loyalty to Pickleball Canada. As a consequence, they are not free to advocate on behalf of a regional group and they are unable to report to a regional group on the matters dealt with by the Pickleball Canada Board of Directors due to a requirement for confidentiality in their role as a Director.

The procedures of the National Pickleball Advisory Council will be modified to enhance the ability of the Provincial/Territorial organizations to share their views with the Board of Directors of Pickleball Canada in a fashion similar to our method of addressing recent topics like the development of the strategic plan, the ratings policy adjustments, and these governance proposals, which all included discussion and input from our Provincial and Territorial associations prior to finalization.



RESOLUTION 2025-02

NOTICE OF MOTION

Article: 4.3 c) NEW

SUBMITTED BY: Pickleball Canada Board of Directors

CURRENT WORDING:

- 4.3 Ineligible** – 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:
- d) Any employee of the Corporation for the duration of their employment and one (1) year after termination of their employment.
 - e) 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.

PROPOSED CHANGES:

- 4.3 Ineligible** – 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.
 - c) **Any individual who is an employee, officer or director of any pickleball organization at the national, provincial or territorial level, except if that individual has filed with the Corporation’s Nominations Committee a written undertaking of their intention to resign as an employee, director or officer of that organization within seven (7) days of their election as a Director of the Corporation.**

RATIONALE:

This adjustment will ensure the independence of Directors, by adding the restriction that Pickleball Canada Directors may not also be an employee of, or serve on the Board of a Provincial or Territorial Pickleball organization. If a person holding this type of position is elected to the Pickleball Canada Board of Directors, they would be required to resign from the Provincial/Territorial Sport Organization position within 7 days.



RESOLUTION 2025-03

NOTICE OF MOTION

Article: 4.4

SUBMITTED BY: Pickleball Canada Board of Directors

CURRENT WORDING:

Election of Directors

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

PROPOSED CHANGES:

Election of Directors

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominations for the election of the Directors, **ensuring a diversity of nominees on the basis of skills, background, gender and geographic location. The Nominations Committee will ensure that there is at least one (1) nominee who is a resident from each of the following geographic areas:**

- a) **British Columbia and Yukon;**
- b) **Alberta and Northwest Territories;**
- g) **Manitoba, Saskatchewan and Nunavut;**
- h) **Ontario;**
- i) **Quebec; and**
- j) **New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island**

RATIONALE:

This addition formalizes a requirement of the Nominations Committee to identify candidates for the election of Directors with a diversity of skills, background, gender and geography, and defines geographic regions to be utilized for this purpose.



RESOLUTION 2025-04

NOTICE OF MOTION

Article: 4.8SUBMITTED BY: Pickleball Canada Board of Directors**CURRENT WORDING:**

- 4.8 Election and Term** – 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:
- Six (6) Directors will be elected to the Board at alternate Annual Meetings in even numbered years; and
 - Seven (7) Directors will be elected to the Board in odd numbered years.
 - 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.

PROPOSED CHANGES:

- 4.8 Election and Term** – **The election of six (6) directors will take place at each Annual Meeting, and directors will be elected to serve a term of two (2) years. The number of directors elected at an Annual Meeting may vary if a director has resigned or been removed during their term of office, or to accommodate transitional changes required to implement this amendment.** ~~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:~~
- ~~Six (6) Directors will be elected to the Board at alternate Annual Meetings in even numbered years; and~~
 - ~~Seven (7) Directors will be elected to the Board in odd numbered years.~~
 - ~~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.~~

RATIONALE:

Housekeeping changes required if previous motions are passed, to bring election and term stipulations into line with the new structure of the Board of Directors.