



Pickleball Canada Organization Bylaws

Organizational By-Laws

QUEER PICKLEBALL CLUB (the "Corporation") BYLAWS

February 2025

MISSION

The mission of the Queer Pickleball Club (QPC) is to promote the safety, community, and accessibility for queer women, trans, and nonbinary pickleball players in Toronto. QPC aims to remove financial barriers to inclusion and provide the environment, support, and opportunities to grow in pickleball or simply enjoy the social, non-competitive aspect of the sport.

ARTICLE I: GENERAL

1.1 Name and Purpose:

- These Bylaws relate to the general conduct of the affairs of the Queer Pickleball Club (QPC), a Canadian Corporation.

1.2 Definitions: In these Bylaws, the following terms have the meanings set out below, unless the context otherwise requires:

- **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, as amended from time to time, and includes any regulations made thereunder.
- **"Annual Meeting"** means the annual general meeting of the Members.
- **"Articles"** means the original or restated articles of incorporation of the Corporation and includes any articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival.
- **"Board"** means the Board of Directors of the Corporation.
- **"Corporation"** means the Queer Pickleball Club (QPC).
- **"Director"** means a person duly elected or appointed to the Board of Directors of the Corporation.
- **"Member"** means any individual admitted to membership in the Corporation in accordance with these Bylaws.

- **"Officer"** means any individual elected or appointed as a President, Vice-President, Secretary, Treasurer and such other officers as the Board may from time to time determine in accordance with these Bylaws.
- **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast by Members entitled to vote on that resolution at a meeting of Members.
- **"Proposal"** means a proposal submitted by a Member that meets the requirements of section 163 of the Act.
- **"Special Meeting"** means a meeting, called by the President or three (3+) Board Members with ten (10+) days' notice via email and website, addresses specified business.
- **"Special Resolution"** means a resolution passed by at least two-thirds of the votes cast by Members entitled to vote on that resolution at a meeting of Members.

1.3 No Gain for Members: The Corporation shall be operated as a non-profit organization and no part of its income or property shall be payable to, or otherwise ensure to the benefit of, any Member, Director, or Officer, except as permitted by law.

1.4 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, and values of the Corporation.

1.5 Interpretation: Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include individuals. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.6 Language: These Bylaws have been drafted in English.

ARTICLE II: MEMBERSHIP

2.1 Membership Categories: The Corporation has one (1) class of membership, namely Individual Members. To be eligible to vote at the Annual General Meeting (AGM) or any Special Meeting, Individual Members must be persons who are 19 years of age or older, who have applied for and been accepted into membership in the Corporation, and whose completed membership application has been received by the Corporation at least 45 days prior to the date of the AGM or Special Meeting, as applicable.

2.2 Membership Eligibility and Application:

- Membership is open to any person 19 years of age or older who supports the purposes of the Corporation and who completes an application for membership in the form prescribed by the Board.
- The Board may establish additional eligibility criteria for membership and may, in its sole discretion, refuse any application for membership.

2.3 Transfer of Membership: Memberships are not transferable.

2.4 Termination of Membership: Membership in the Corporation terminates upon the occurrence of any of the following events:

- Resignation by the Member in writing to the Secretary of the Corporation;
- Expulsion of the Member by the Board for any reason set out in these Bylaws;
- Death of the Member; or
- Dissolution of the Corporation.

2.5 Expulsion of Members:

- The Board may, in its sole discretion, expel a Member for any reason that it considers to be in the best interests of the Corporation, including but not limited to:
 - Conduct unbecoming a Member;
 - Violation of these Bylaws or any policies of the Corporation; or
 - Any action or inaction that is detrimental to the Corporation.
- A Member may be expelled only after being given:
 - Written notice of the grounds for the proposed expulsion;
 - An opportunity to be heard by the Board; and
 - Written notice of the Board's decision.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings: Meetings of Members include Annual Meetings and Special Meetings.

3.2 Annual General Meeting (AGM):

- An Annual Meeting of the Members shall be held each year on a date and at a time and place determined by the Board.
- Any Member wishing to suggest a motion to be considered at the Annual General Meeting must submit the proposed motion in writing (or electronic form as approved by the Board) to the Board no less than forty-five (45) days prior to the scheduled date of the Annual General Meeting. For a proposed motion to be considered in the Notice of the Annual Meeting, it must be supported by at least three (3) members of the Board. The Board will review all timely submitted motions and determine which motions, having received the required support, will be included in the Notice of the Annual Meeting.
- The Board shall give not less than twenty-one (21) days' notice by email and website posting of the Annual Meeting to each Member. Such notice may be in written or electronic form including mail, email and website posting.
- The notice of the Annual Meeting shall include:
 - The date, time, and place of the meeting;
 - The general nature of the business to be transacted at the meeting; and
 - A copy of any proposed amendments to these Bylaws or the Articles.

3.3 Special Meetings:

- A Special Meeting of the Members may be called at any time and place by:

- The President;
- Board Members (3 members or more)
- The Board shall give not less than ten (10) days' written notice by email and website posting of the Special Meeting to each Member.
- The notice of a Special Meeting shall include:
 - The date, time, and place of the meeting; and
 - A statement of the business to be transacted at the meeting.

3.4 Quorum: A minimum of 5 of voting members 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.

3.5 Voting:

- Each member is entitled to one (1) vote at all meetings of the members.
- Unless otherwise provided by these Bylaws or the Act, all questions at a meeting of Members shall be decided by a majority of the votes cast.
- The requirement that membership applications be received at least 45 days prior to the Annual General Meeting is established to ensure adequate time for membership verification and to maintain the integrity of the voting process.
- In the case of a tie vote, the chair of the meeting shall have a casting vote.

3.6 Proxy Voting: A Member entitled to vote at a meeting of Members may appoint one person as their proxy holder to attend and vote on their behalf at the meeting. Written notice of the proxy appointment must be received by the Secretary of the Corporation no less than seven (7) days prior to the meeting. Notice may be provided by email or mail.

3.7 Absentee Voting: The Corporation may provide for absentee voting by Members in accordance with the Act. If absentee voting is permitted, The Board of Directors shall establish the specific procedures for absentee voting.

3.8 Meetings by Electronic Means: A meeting of Members may be held entirely by electronic means in accordance with the Act.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Number of Directors: The Board shall consist of not fewer than three (3) and not more than eight (8) Directors.

4.2 Eligibility for Election: Any Member in good standing who is 19 years of age or older is eligible to be elected as a Director.

4.3 Election of Directors:

- Directors shall be elected at every second Annual Meeting of the Members.
- The Board shall determine the nomination and election procedures for Directors.

4.4 Term of Office: Directors shall be elected at every second Annual Meeting of the Members (i.e., every two years). The term of office for each Director shall end at the close of the second Annual Meeting following their election. A Director shall hold office until their successor is elected at the subsequent bi-annual Meeting of the Members, unless they resign, are removed, or die. There shall be no limit on the number of terms a Director may serve.

4.5 Removal of Directors: A Director may be removed from office by Ordinary Resolution of the Members at a Special Meeting called for that purpose.

4.6 Meetings of the Board:

- The Board shall meet at least four (4) times per year at such times and places as it may determine.
- A Meeting of the Board may be called at any time and place by:
 - The President;
 - Board Members (3 members or more)
- The Board shall give not less than twenty-one (21) days' notice by email and website posting of the Meetings of the Board to each Member. Such notice may be in written or electronic form including mail, email and website posting.
- The notice of the Meetings of the Board shall include:
 - The date, time, and place of the meeting;
 - The general nature of the business to be transacted at the meeting; and
 - A copy of any proposed amendments to these Bylaws or the Articles.
- A quorum for a Meeting of the Board is a majority of the Directors then in office.

4.7 Voting at Board Meetings:

- Each Director has one vote at a Meeting of the Board.
- Unless otherwise provided by these Bylaws or the Act, all questions at a Meeting of the Board shall be decided by a majority of the votes cast.
- In the case of a tie vote, the chair of the meeting shall have a casting vote.

4.8 Committees: The Board may establish committees and delegate to them such powers and duties as it deems advisable.

ARTICLE V: OFFICERS

5.1 Officers: The officers of the Corporation shall consist of:

- A President;
- A Vice-President;
- A Secretary;
- A Treasurer; and
- Such other officers as the Board may from time to time determine.

5.2 Election of Officers: The officers of the Corporation shall be elected by the Board at every second meeting following the Annual Meeting of the Members.

5.3 Term of Office: Officers shall be elected at every second Annual Meeting of the Members (i.e., every two years). The term of office for each Officer shall end at the close of the second Annual Meeting following their election. An Officer shall hold office until their successor is elected at the subsequent bi-annual Meeting of the Members, unless they resign, are removed, or die. There shall be no limit on the number of terms an Officer may serve.

5.4 Removal of Officers: An Officer may be removed from office by the Board at any time.

5.5 Duties of Officers: The duties of the officers are as follows:

- **President:** The President shall preside at all meetings of the Members and the Board and shall have general supervision of the affairs of the Corporation.
- **Vice-President:** In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.
- **Secretary:** The Secretary shall keep the minutes of all meetings of the Members and the Board, shall have charge of the corporate seal, and shall perform such other duties as may be assigned by the Board.
- **Treasurer:** The Treasurer shall have custody of the funds of the Corporation, shall ensure full and accurate accounts of receipts and disbursements, and shall render a financial statement to the Members at the Annual Meeting.

ARTICLE VI: FINANCE AND MANAGEMENT

6.1 Fiscal Year: The fiscal year of the Corporation is from March 1 to the last day of February each year.

6.2 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 of Directors may designate, appoint, or authorize from time to time by resolution.
- The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

6.3 Annual Financial Statements:

- The Corporation will make available to the Members a copy of the annual financial statements and other documents referred to in the Act.
- The Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a complete set of the documents themselves free of charge.

6.4 Books and Records:

- The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.
- Minutes of meetings of the Board and financial statements of the Corporation shall be available to the general membership of the Corporation upon written request to the Secretary.
- All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

6.5 Borrowing Powers: The Directors of the Corporation may, without authorization of the members:

- Borrow money on the credit of the Corporation.
- Issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation.
- Give a guarantee on behalf of the Corporation.
- Mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

ARTICLE VII: GENERAL PROVISIONS

7.1 Amendments to Bylaws: These Bylaws may be amended by Special Resolution of the Members.

7.2 Dissolution: The Corporation may be dissolved by Special Resolution of the Members. Upon dissolution, any assets remaining after the satisfaction of all debts and liabilities shall be distributed to one or more qualified donees as defined in the *Income Tax Act* (Canada).

7.3 Indemnification:

- The Corporation shall indemnify each Director and Officer against all costs, charges, and expenses reasonably incurred by them in connection with any action, suit, or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to matters in which they are found to have been guilty of gross negligence or misconduct in the performance of their duties.
- The Corporation may purchase and maintain insurance for the benefit of Directors and Officers against any liability incurred by them in their capacity as such.

7.4 Notices: Any notice required or permitted to be given hereunder shall be in writing and shall be sufficiently given if delivered personally, sent by prepaid registered mail, or sent by email or facsimile transmission, addressed as follows:

- If to a Member: to the last address of the Member as shown on the books of the Corporation;

- If to a Director or Officer: to the business or residence address of the Director or Officer as shown on the books of the Corporation; or
- If to the Corporation: to the registered office of the Corporation.

7.5 Waiver of Notice: Any notice required to be given hereunder may be waived in writing by the person entitled to receive such notice.

7.6 Severability: If any provision of these Bylaws is held to be invalid or unenforceable, such provision shall be struck out and the remaining provisions shall remain in full force and effect.

7.7 Conflict of Interest: Any Director or Officer who has a direct or indirect pecuniary interest in any contract or transaction to which the Corporation is or is to be a party shall fully disclose the nature and extent of such interest to the Board and shall refrain from voting on any matter relating to such contract or transaction.

7.8 Contracts: Contracts, documents, or instruments requiring the signature of the Corporation may be signed by any two (2) Directors or by one (1) Director and one (1) Officer.

7.9 Execution of Documents:

- Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors.
- 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 person authorized to sign any document may affix the corporate seal (if any) to the document.
- A director or officer of the Corporation may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

7.10 Interpretation:

- These Bylaws shall be governed by and construed in accordance with the laws of the Province of Ontario.
- Headings are inserted for convenience only and shall not affect the construction or interpretation of these Bylaws.