

## CONSTITUTION

1. The name of this organization shall be the SAANICH PENINSULA PICKLEBALL ASSOCIATION (SPPA).
2. The purpose of the SAANICH PENINSULA PICKLEBALL ASSOCIATION (SPPA) is to support, advocate for, and represent pickleball players on the Saanich Peninsula of Vancouver Island, British Columbia.

## BYLAWS

### Part 1 – Interpretation

#### 1.1 In these Bylaws:

- a) “SPPA” or the Society means the SAANICH PENINSULA PICKLEBALL ASSOCIATION;
- b) “Directors” mean the directors of the SPPA for the time being;
- c) “Board” means the directors of the SPPA;
- d) “Members” means the members eligible to vote of the SPPA
- e) “Executive Positions” means the Chair, Vice Chair, Secretary and Treasurer
- f) “General Meeting” means a meeting of the members of the SPPA;
- g) “Registered Address” of a member means his or her address as recorded in the Register of Members and includes any email address;
- h) “Act” means the Societies Act of British Columbia as amended from time to time;
- i) “Bylaws” means these Bylaws as altered from time to time;
- j) “Ordinary Resolution” means a resolution as defined in the Act
- k) “Special Resolution” means a special resolution as defined in the Act
- l) “Annual General Meeting (AGM)” means the mandatory General Meeting required by the Act conducted once within each calendar year at which the specific Society business as described in Article 3.13(f) must be conducted.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, shall prevail.

### Part 2 - Members

2.1 A person may apply to the Board for membership in the SPPA and the person becomes a member on the Board’s acceptance of the application.

2.2 Every member must uphold the Constitution of the SPPA and must comply with these Bylaws.

2.3 The amount of the annual membership dues must be determined by the Board.

2.4 A member is not in good standing if the member fails to pay the annual membership dues, if any, and the member is not in good standing so long as those dues remain unpaid.

2.5 A member who is not in good standing may not vote at a general meeting, and is deemed not to be a voting member for the purpose of consenting to a resolution of the members eligible to vote.

2.6 Members in good standing are entitled to:

- a) receive information about schedules, clinics, tournaments, and other matters as the Board may direct, by email;
- b) attend all general meetings;
- c) participate in SPPA tournaments, clinics and social events as space permits;
- d) receive a copy of the Constitution and Bylaws by email;
- e) serve on committees;
- f) vote on all issues at General Meetings;
- g) stand for election as Directors; and
- h) examine books and records of the SPPA upon at least 7 days' written notice.

2.7 A Member may be expelled by Special Resolution as defined in the Act

### **Part 3 – General Meetings of Members**

3.1 A general meeting must be held at least once each calendar year at the time and place the Board determines.

3.2 The Board, on the requisition of 10 percent or more of the members eligible to vote of the SPPA must convene a general meeting of the society without delay.

3.3 At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the SPPA presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

- 3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.5 The following individual is entitled to preside as the chair of a general meeting:
- a) the individual, if any, appointed by the Board to preside as the chair;
  - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - i. the Chair,
    - ii. the vice-Chair, if the Chair is unable to preside as the chair, or
    - iii. one of the other directors present at the meeting, if both the Chair and vice-Chair are unable to preside as the chair.
- 3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members eligible to vote who are present must elect an individual present at the meeting to preside as the chair.
- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members eligible to vote is present.
- 3.8 The quorum for the transaction of business at a general meeting is 10 percent or more of the members eligible to vote.
- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of members eligible to vote is not present,
- a) In the case of meeting convened on the requisition of members, the meeting is terminated, and
  - b) In any other case, the meeting stands adjourned to the earliest possible time and date at a suitable location. If a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members eligible to vote who are present constitute a quorum for that meeting.
- 3.10 If, at any time during a general meeting, there ceases to be a quorum of members eligible to vote present, business currently in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.11 The chair of a general meeting must, if so directed by the members eligible to vote at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting, or of the business to be transacted at a continuation of an adjourned general meeting,

unless that general meeting is adjourned for 30 days or more, in which case, notice of the continuation of the adjourned meeting must be given.

3.13 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the previous general meeting;
- e) deal with unfinished business from the previous general meeting;
- f) if the meeting is an annual general meeting:
  - i. Receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
  - ii. Receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - iii. Elect or appoint directors, and
  - iv. Appoint an auditor, if any;
- g) deal with business, being any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

#### **Part 4 - Voting by Members**

4.1 All resolutions proposed at a general meeting must be seconded, and the chair of a general meeting may propose a resolution.

4.2 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the members eligible to vote. If the chair of the meeting directs, or at least 2 members request, a vote by secret ballot, voting must be by secret ballot.

4.3 Bylaw changes and all borrowing powers must be decided by Special Resolution. All other motions, unless otherwise stipulated in the Act or in these Bylaws must be decided by Ordinary Resolution.

4.4 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting

4.5 In the event of a tie, the Chair does not get a tie breaking vote.

4.6 Voting by proxy is not permitted.

#### **Part 5 – Directors**

- 5.1 The SPPA must have no fewer than 3 and no more than 7 elected directors.
- 5.2 At each annual general meeting, the members shall elect Directors to fill any vacant Board positions. The initial Board of Directors will be comprised of 4 positions of 2-year terms and 3 positions of 1 year so that they expire in alternate years. Terms will run from one AGM to the next. Subsequently all Director terms shall be for two years.
- 5.3 A Director may serve a maximum of (3) consecutive terms. A fourth consecutive term must be authorized by Special Resolution
- 5.4 The Board may, at any time, appoint a voting member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 5.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office for that individual whose departure from office created the vacancy.
- 5.6 The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's Term.
- 5.7 An individual ceases to be a Director of SPPA:
- x Upon expiry of his or her term
  - x By delivering his or her resignation in writing to any one officer of the SPPA or by mailing or delivering it to SPPA
  - x On his or her death x
  - Upon his or her removal

## **Part 6 – Directors' Meetings**

- 6.1 The directors may regulate their meetings and proceedings as they deem fit.
- 6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 6.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director does not invalidate proceedings at the meeting.
- 6.4 Quorum for the transaction of business at a director's meeting is a majority of the directors.
- 6.5 The directors may appoint special committees as needed. These may include, but not be limited to, committees such as tournaments, communications, social events, and rules.

## **Part 7 – Board Positions**

- 7.1 The Board of the SPPA shall consist of Chair, Vice Chair, Secretary, Treasurer plus three additional Directors. The Board shall at their first meeting after the AGM decide who among them will fill the executive positions.
- 7.2 The Chair is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 7.3 The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.
- 7.4 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and directors' meetings;
  - b) taking minutes of general meetings and directors' meetings;
  - c) keeping the records of the SPPA in accordance with the Act;
  - d) conducting the correspondence of the Board;
  - e) filing the annual report of the SPPA and making any other filings with the registrar under the Act;
  - f) maintaining the Register of Members.
- 7.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 7.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and banking monies collected from the members or other sources;
  - b) keeping accounting records in respect of the Society's financial transactions;
  - c) preparing the Society's financial statements;
  - d) filing the Society's tax returns, if necessary.
- 7.7 The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.

## **Part 8 – Borrowing**

- 8.1 The directors may not, on behalf of the SPPA, borrow funds unless authorized by Special Resolution.

## **Part 9 – Remuneration of Directors and Signing Authority**

9.1 These Bylaws do not permit the SPPA to pay director remuneration for being a director, but the SPPA may, subject to the Act, pay remuneration to a director for services provided by the Director to the SPPA in another capacity.

9.2 A contract or other record to be signed by the SPPA must be signed on behalf of the SPPA by any two board members after prior approval by the Board.

9.3 A cheque to be signed by the Society must be signed on behalf of the SPPA by any two of the four signing authorities as agreed upon by the Board.

### **Part 10 – Additional Expenses**

10.1 The annual dues do not include the cost of rental for games or activities scheduled by the SPPA, nor does it include any SPPA tournaments that may be scheduled.

10.2 Any fees associated with activities or tournaments will be assessed on a cost basis and paid by the participating members.

10.3 The members may agree by special resolution at a general meeting to further assessments such as rental fees, insurance premiums, and equipment.

### **Part 11 - Fiscal Year**

11.1 The fiscal year of the SPPA shall start on the 1st day of January and end the 31st day of December. Annual dues, when paid in full will be valid for this period.

11.2 There shall be a review of the SPPA finances each year. The directors shall decide the nature and extent of the review.

### **Part 12 - Amendments**

12.1 The Bylaws shall only be amended by Special Resolution.

### **Part 13 – Notice to Members**

13.1 Notice may be given to a member by email as per the email address on the Register of Members.

13.2 Notice by email shall be deemed to have been sent on the date shown on the email.

13.3 Notice of a general meeting shall be given to every member in good standing.

## **Part 14 – Dissolution**

14.1 On dissolution of the SPPA, any money and property remaining, after all debts and liabilities are paid, shall be distributed to a registered not-for-profit organization with a similar purpose.

14.2 On dissolution of the SPPA, and before any distribution under clause 14.1, any property loaned to the SPPA shall be returned to the lender.

Amended October 13, 2021