

Etobicoke Pickleball Association Constitution

Definition:

The Constitution is a set of laws that the members of the Etobicoke Pickleball Association have created in conjunction with the elected Board of Directors. These laws are set out in a written document—Constitution—that enumerates and limits the powers and functions of the Board of Directors.

Article 1. Name

1.1 The name of the Corporation shall be the Etobicoke Pickleball Association, abbreviated EPA.

Article 2. Location

2.1 The EPA is located at a number of sites across the City of Toronto (Etobicoke).

2.2 The mailing address is: #5-22 La Rose Avenue, Etobicoke, ON M9P 1A5.

Article 3. Purpose, Aims and Objectives

3.1 To foster and promote, at a reasonable cost, the game of pickleball in Etobicoke;

3.2 To enroll and retain new members by offering a wide variety of pickleball activities;

3.3 To provide safe and suitable conditions and facilities for playing pickleball;

3.4 To promote the sport of pickleball by encouraging participation at all levels of the game;

3.5 To offer a variety of social activities that encourage interaction, community-building, and a sense of belonging;

3.6 To work in concert with the City of Toronto (Etobicoke) to grow, develop and support the game of pickleball;

3.7 To operate as a not-for-profit organization with any surplus being used to promote the EPA's aims and objectives;

Article 4. Board of Directors

4.1 The EPA will be governed by a Board of Directors, which includes an Executive consisting of the President, Vice-President, Director, Director Communication (Secretary), and Treasurer. Other Directors of the Board may be elected at the Annual General Meeting (AGM) and specific duties assigned at the first meeting of the Board. The maximum number on the Board of Directors will be seven (7).

4.2 The members of the Board of Directors shall be elected by a show of hands at the AGM of the EPA.

4.3 The word "member" shall mean any eligible voting member.

4.4 All elected Directors of the Board must be fully-paid active members of the EPA to hold office.

Article 5. Term of Office

5.1 Each member of the Executive shall be acclaimed/elected at the AGM and will serve a two-year term.

5.2 All positions shall be eligible for re-election at the end of their respective terms.

Article 6. Vacancies on the Board of Directors

6.1 Vacancies on the Board of Directors, however caused, may—so long as a quorum of Directors remain in office—be filled by the Directors from among the eligible voting members of the EPA.

Article 7. Quorum and Meetings—Board of Directors

7.1 For the purpose of meetings of the Board of Directors, a minimum of four (4) voting Board Directors must be present to form a quorum for the transaction of business.

7.2 The Board of Directors may hold its meetings at a variety of places.

7.3 Directors' meetings may be formally called by the President or Vice-President, or by a Director with direction—in writing.

7.4 Notice of such meetings shall be delivered, telephoned, emailed, or texted to each Director not less than twenty-four (24) hours before the meeting is to take place.

7.5 A Special Meeting of Directors is one where the Board needs to address an issue prior to the next scheduled Board meeting.

7.6 A Directors' meeting may also be held, without notice, immediately following the AGM of the EPA.

7.7 The Directors may consider or transact any business—either special or general—at any meeting of the Board.

7.8 Any current member may attend a Board of Directors meeting, except where the Board of Directors is in committee session, and provided that such member shall notify the Secretary in writing prior to the opening of the meeting of his/her intention to attend such meeting.

Article 8. Errors in Notice—Board of Directors

8.1 No errors or omissions in giving such notice for a meeting of the Board of Directors shall invalidate or make void any proceedings carried out at such a meeting and any Director may by majority, at any time, waive notice of any such errors and may ratify and approve any or all proceedings taken at such meeting.

Article 9. Voting—Board of Directors

9.1 Questions arising at any meeting of the Board of Directors shall be decided by a consensus but failing that a majority of the votes of the Directors, excluding the President who shall be a non-voting Director.

9.2 In the case of any equality of votes, the President shall be obliged to cast a deciding vote.

9.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

9.4 A declaration by the President that a resolution has been carried, and an entry to that effect in the minutes, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

9.5 In the absence of the President, the Vice-President shall assume the duties firstly, or such other Director as the Board may, from time to time, appoint for the purpose.

Article 10. Collective Powers of the Board of Directors

10.1 The Directors may by law or by the rules laid down pursuant to such by-laws, administer the affairs of the EPA in all matters and enter any form of contract which the EPA may lawfully enter and may purchase, lease or otherwise acquire, or sell, exchange or otherwise dispose of EPA assets for such consideration and upon such terms and conditions as they consider advisable.

Article 11. Signing Officers

11.1 All leases, deeds or contracts, whether under seal or otherwise, shall be authorized by the Board and signed on behalf of the EPA by any Director with bank signing authority.

11.2 All cheques, bills of exchange, or other orders for the payment of money shall be signed by any Director with bank signing authority.

11.3 No withdrawals or transfers out the EPA's bank shall be made other than by cheque or electronic funds transfer.

11.4 No cheques shall be signed by any officer until the amount and payee has been entered.

11.5 All EPA funds shall be held in a banking institution covered by the CDIC and shall be held in a current account or in instruments which are redeemable or locked in for not greater than ninety (90) days.

Article 12. Qualifications of the President and Vice-President

12.1 Notwithstanding any provision to the contrary in the Constitution or By-Laws, a candidate for the office of President and Vice-President shall be an all dues paid member, and at least twenty-one (21) years of age.

Article 13. Duties of the President and Vice-President

13.1 The President shall, when present, preside over all meetings of the members of the EPA and of the Board of Directors.

13.2 The President shall also be charged with the general management and supervision of the affairs and activities of the EPA.

13.3 The President, the Vice-President, with the directors appointed by the Board for the purpose, shall sign all By-Laws.

13.4 During the absence or inability of the President, their duties and powers may be exercised by the Vice-President.

13.5 The President shall be responsible for the long-range planning of the EPA and for the yearly review of the EPA Constitution and By-Laws.

Article 14. Duties of the Treasurer

14.1 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the EPA in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the EPA in such a bank as may, from time to time, be designated by the Board of Directors.

14.2 The Treasurer shall disburse the funds of the EPA under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required by the Board, an account of all their transactions as Treasurer, and of the financial position of the EPA.

14.3 The Treasurer shall also perform such other duties as may be determined by the Board of Directors. The Treasurer shall also be responsible for all accounts between the EPA and the EPA's bank and may receive all paid cheques, vouchers and bank statements in connection therewith.

Article 15. Duties of the Secretary (Director – Communications)

15.1 The Secretary shall be an ex-officio clerk of the Board.

15.2 The Secretary shall attend all meetings of the Board of Directors and record all facets and proceedings in the minutes kept for that purpose.

15.3 The Secretary shall give all notices required to be given to members and Directors.

15.4 The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the EPA (with the exception of financial records, which shall be kept by the Treasurer) and which shall be delivered only when authorized by the Board of Directors, and they shall perform such other duties as may be determined by the Board of Directors.

Article 16. Duties of Other Directors of the EPA

16.1 The duties of other Directors of the EPA shall be determined by the Board.

Article 17. Books and Records

17.1 The Directors shall see that all necessary books and records of the EPA required by the Constitution and By-Laws of the EPA or by applicable statute or law are regularly and properly kept.

Article 18. Membership

18.1 The membership shall consist of the applicants who are admitted as members by the Treasurer upon completion of the waiver and payment of the membership fees as prescribed, from time to time, by the Board of Directors.

18.2 No membership application may be accepted by the Treasurer while the applicant is in arrears with respect to fees from previous years.

18.3 An adult member shall be any member who has attained the age of eighteen (18) years prior to December 31st of the current year.

18.4 An honorary member shall be an individual so designated by unanimous vote of the Board of Directors.

18.5 The Board of Directors may, by By-Law, prescribe the playing times and other rules governing the privileges and conduct of the respective category of members.

Article 19. Eligible Voting Member

19.1 An eligible voting member of the EPA during a fiscal year is defined as any dues-paying summer, winter or honorary member who has attained the age of eighteen (18) years prior to December 31st of the current year.

19.2 Every eligible voting member of the EPA shall be entitled to one vote at any meeting of the members, provided that such voting rights shall not be exercised unless membership fees are paid up-to-date.

Article 20. Membership Fees (annual)

20.1 The Board of Directors shall, by By-Law, fix the amount of membership fee payable by each category of members with the exception of Honorary Members, who shall not be required to pay membership fees.

Article 21. Annual General and Special Meetings of Members

21.1 The Annual General or any Special General Meeting of the members shall be held at site selected by the Board of Directors on such day as the Directors may appoint.

21.2 The Annual General Meeting of the EPA shall be held within 60 days of the end of the calendar year Dec.31st, and the date thereof shall be set by the Board of Directors.

21.3 Notice of the time and place of every Annual General Meeting shall be given to each member by sending the notice by e-mail and listing the information on the EPA's website at least fifteen (15) days before the time fixed for the holding of such meeting.

21.4 At every Annual General Meeting, the report of the Directors, the reviewed financial statements, and any additional financial information which may be requested, shall be presented to the members. A financial statement must be posted in an accessible place at least one week prior to the Annual General Meeting.

21.5 An audit should be tendered at the discretion of the Board of Directors.

21.6 The Board of Directors shall have the power to call, at any time, a Special General Meeting of the members of the EPA. A notice that details the purpose, the time and the location of such Special General Meeting shall be given to each member by sending the notice by e-mail and posting the information on the EPA's website at least seven (7) days before the time fixed for the holding of such meeting.

21.7 The Board of Directors must call a Special General Meeting of the members of the EPA upon receipt of the written request of at least fifteen (15) members, addressed to the Secretary (Director – Communications) for the consideration and transaction of specific matters set out in their request.

21.8 Such Special General Meetings shall be called and the necessary notices e-mailed and posted on the EPA's website within eight (8) days after the receipt of the written request by the Secretary (Director – Communications).

Article 22. Adjournment

22.1 Any meeting of the members or Directors of the EPA may be adjourned for a period of time not to exceed one (1) month and the business which was to have been transacted at the original meeting shall be transacted at such adjourned meeting.

Article 23. Quorum of Members

23.1 A quorum for the transaction of business at any Annual General or Special Meeting of members shall consist of fifteen eligible voting adult members, including the Board of Directors, and excluding proxies.

Article 24. Fiscal Year

24.1 The fiscal year of the EPA shall terminate on the 31st day of December in each year.

Article 25. Committees

25.1 The Board of Directors may constitute temporary or permanent Committees to assist the Board in the management of the activities of the EPA. The President has ex-officio status on all committees of the EPA.

Article 26. Publication

26.1 A copy of this Constitution and any amendments thereto shall be posted in an accessible location, and a full set of the By-Laws of the EPA shall be so posted within seven (7) days of being made or amended.

Article 27. Election of Directors

27.1 The Board shall, three (3) weeks prior to the AGM request nominations from all members for all Board of Directors positions. Any member, in good standing, may forward his/her name for any position and submit in written form to the secretary (Director – Communications) at least two (2) weeks prior to the AGM date. The Secretary (Director – Communications) will examine and ensure all nominations are in good order. If any position has more than one nomination, the Secretary (Director-Communications) will develop the voting procedure and outline at the AGM.

27.2 The Secretary (Director-Communications) shall post the list of nominations in an accessible location one week prior to the AGM.

27.3 Counting the raised hands during the vote is the responsibility of the outgoing Executive.

27.4 AGM may be conducted via Zoom or at a location determined.

Article 28. Constitutional Amendment

28.1 This Constitution may be amended by the Board of Directors at a meeting of the Board of Directors by unanimous vote.

Article 29. Expulsion

29.1 Any member who, in the objective review by the Board of Directors, willfully violates the By-Laws or the Constitution of the EPA or being guilty of conduct injurious to the character of the EPA, may be requested by the Board of Directors to resign— by a majority vote—and in the

case of failure to resign within fourteen (14) days of that request, the Board of Directors are empowered to expel such member from the membership.

29.2 Any member of the EPA may be expelled for cause by the Board of Directors provided such expulsion shall require the support of the votes of a majority of the Directors at a duly convened meeting of the Board.