

ETOBICOKE PICKLEBALL ASSOCIATION

BYLAWS OF THE CORPORATION

1. The name of the Corporation is Etobicoke Pickleball Association Inc. ("EPA").
2. The objects of the Corporation is the establishment and operation of a not-for-profit Pickleball Association in order to:
 - a) promote and grow the sport of pickleball in Etobicoke;
 - b) advocate with the City of Toronto for enhanced pickleball playing opportunities;
 - c) foster goodwill and sportsmanship while playing the sport of pickleball;
 - d) run programming to support learning, competition and awareness of pickleball.
3. The head office of the Corporation is to be located in the Municipality of Toronto in the Province of Ontario.
4. No part of the corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a Member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the Not-for-Profit Corporations Act, 2010 ("Act").
5. The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit or from their position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained will be construed to preclude any Director, or Officer, or Member of the Committee from serving EPA in any other capacity and receiving compensation thereof subject to an objective process as would be undertaken for any third party.
6. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations that carry on similar work solely in Canada.

Article 1 General

1.1 These Bylaws relate to the general conduct of the affairs of Etobicoke Pickleball Association Inc., a corporation incorporated under the Ontario Not-for-Profit Corporations Act and referred to as "EPA" in these bylaws.

1.2 The following terms have these meanings in these Bylaws:

- a) "Act" means the Ontario Not-for-Profit Corporations Act 2010.
- b) "AGM" means Annual General Meeting of EPA.
- c) "Board" means the Board of Directors of EPA.
- d) "Director" means an individual elected to serve on the Board pursuant of these By-laws.
- e) "Member" means an individual admitted to EPA Membership pursuant to these By-laws and who remains in good standing with EPA as set out in these By-laws
- f) "Officer" means an individual appointed to serve as an Officer of EPA pursuant to these Bylaws.

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1.3 Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear.

Article 2 Membership

Admission for Membership

2.1 No individual shall be admitted as a Member unless:

- a) The Member candidate has made an application for Membership in a manner prescribed by the EPA and
- b) The Member candidate has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board and
- c) The Member candidate has paid Membership fees as prescribed by the Board and is not in arrears with respect to fees from previous years

2.2 An honorary Member shall be an individual so designated by unanimous vote of the Board.

Voting Members

2.3 The voting Members of EPA during a fiscal year is defined as any Member in Good Standing (as defined below) who has attained the age of eighteen (18) years prior to December 31 of the current year.

2.4 Voting Members of EPA shall be entitled to one vote at any meeting of Members.

Termination of Membership

2.5 A Member may resign from EPA by giving written notice to the Secretary and there will be no refund of fees.

2.6 A Member may be terminated from EPA for failing to pay Membership fees.

2.7 A Member may be terminated from EPA or have other Membership restrictions or sanctions imposed upon him, in accordance with EPA's policies and procedures relating to conduct and discipline of Members.

Article 3 Fees

3.1 Unless otherwise determined by the Board, the Membership year of EPA is its fiscal year.

3.2 Membership fees shall be as approved by the Board.

Article 4 Good Standing

4.1 A Member of EPA shall be in good standing provided that:

- a) The Member owes no outstanding Membership fees or other debt to EPA.
- b) The Member has not ceased to be a Member.
- c) The Member has not been terminated from Membership or had other Membership restrictions or sanctions imposed upon them.

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- d) The Member has complied with Constitution, Bylaws, policies, rules and regulations of the EPA;
and
- e) The Member is not subject to a disciplinary investigation or action of EPA, or if subject to disciplinary action previously, and has fulfilled all terms and conditions of such disciplinary action to the satisfaction of EPA.

4.2 Members who cease to be in good standing shall not be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing set out above.

Article 5 Finance and Management

5.1 The fiscal year of EPA shall be January 1 to December 31.

5.2 The Board will review and approve on an annual basis a financial policy that will outline the signing authority for all financial transactions, contracts and documents conducted in the name of EPA

5.3 EPA may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.4 EPA may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution of the Members approves such borrowing.

5.5 The Board shall ensure that all books and records of EPA required to be kept by the Act, the Constitution, these Bylaws or any other statute or law are regularly and properly kept.

5.6 The banking business of EPA shall be transacted with such banks, trust companies or other financial institutions covered by the Canadian Deposit Insurance Corporation (CDIC) as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on EPA's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

Article 6 Governance

Composition of the Board of Directors

6.1 The Board of Directors of EPA shall consist of minimum of three (3) and maximum of seven (7) Directors, each of whom shall be a Member in good standing of the EPA.

The Board will strive to include directors with diverse skills, ages, gender and backgrounds.

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Powers of the Board

6.2 Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has authority to act on behalf of EPA and may delegate any of its powers, duties and functions.

6.3 The Board may make policies and procedures for managing the affairs of EPA in accordance with the Act, the Constitution and these Bylaws.

Election of Directors

6.4 Members in good standing who are eighteen (18) years of age or older, who have the power under law to contract, and who are resident of Ontario may be nominated for election as a Director. An elected director who does not meet the eligibility requirements for election will have 14 days to become eligible or will be removed as a director.

6.5 Candidates for election as a Director shall be nominated according to procedures established by the Board and shall be elected by the Members at the AGM.

6.6 The term of directorship shall be two years, and shall be eligible for re-election at the end of their respective terms.

6.7 Directors' terms shall be staggered so that approximately half the Directors will be elected each year.

6.8 Where the position of a Director becomes vacant a majority of the Board may appoint a qualified Member to fill the vacancy until such time as a Director is elected in accordance with these By-laws.

Resignation and Removal of Directors

6.9 A Director may resign from the Board at any time by presenting their notice of resignation to the Board. The resignation shall become effective the date on which the request is accepted by the Board.

6.10 A Director may not resign from EPA when the Director is subject to a disciplinary investigation or action of EPA.

6.11 A Director may be removed by Special Resolution of the Members at a General Meeting called for the purpose, provided the Director has been given proper notice of such meeting and the opportunity to be present and to be heard at such General Meeting.

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Meetings of the Board

6.12 Meetings of the Board may be convened by the President, Vice President or by a Director in the manner and in accordance with the process set out in these By-Laws.

6.13 Notice of Board Meetings shall be hand-delivered, sent by Registered Mail-or emailed to each Director's address on record with the EPA at least three (3) days prior to the date of the meeting. This notice period may be waived with unanimous consent of all Directors.

6.14 At any meeting of the Board of Directors, quorum shall consist of the majority of the Board of Directors.

6.15 Unless specified otherwise, all matters before the Board shall be decided by majority vote, where the Chair of the meeting does not carry a vote. In the event of a tie, the Chair shall cast a deciding vote. Voting shall be by show of hands-

6.16 A Meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

6.17 A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if regularly passed at a meeting of Directors.

6.18 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, as agreed by the majority of Directors present at such meeting.

Officers

6.18 The Officers of the Corporation are the President, Vice-President, Treasurer and Secretary. Additional offices may be established by the Board of Directors by resolution passed by two-thirds of the Board.

6.19 The duties of the Officers are as follows:

a) The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall chair meetings of Members and meetings of the Board, shall act as general spokesperson for EPA, and shall perform such other duties as may from time to time be established by the Board.

b) The Vice-President shall in the absence or inability of the President exercise the duties and powers of the President.

c) The Treasurer shall cause to be kept proper accounting records as required by the Act, shall cause to be deposited all monies received by EPA into the EPA's bank account, as directed by the Board shall supervise the management and disbursement of funds of EPA, when required shall provide the Board with an account of financial transactions and the financial position of EPA at each meeting,

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shall present financial statements to Members at the AGM, and shall perform such other duties as may from time to time be established by the Board.

d) The Secretary shall keep proper minutes and notes of all meetings and discussions and deliberations of the Directors and of the Members, shall issue written notices of all meetings of the Directors and of Members, shall maintain the register of Members, shall ensure that all official documents and records of EPA are properly kept and shall perform such other duties as may from time to time be established by the Board.

e) The duties of the remaining Directors shall be as determined from time to time by the Board in accordance with the needs of EPA.

6.20 The Board shall elect by a simple majority the Officers from among the Directors at the first meeting of the Board following the AGM. Officers shall serve until the end of their term as a Director, or two years from the date of their election, whichever shall occur first.

6.21 Where the position of an Officer becomes vacant, the Board may appoint a qualified Director to fill the vacancy for the remainder of the Officer's term.

6.22 An Officer may be removed by Special Resolution of the Directors at a Directors' Meeting called for the purpose, provided the Officer has been given proper notice of such meeting and the opportunity to be present and to be heard at such Directors Meeting.

Committees

6.23 The Board may appoint such committees as it deems necessary for managing the affairs of EPA and may appoint Members of committees or provide for the election of Members of committees, may prescribe the duties of committees, and may delegate to any committee powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

6.24 A quorum for any committee shall be the majority of its Members.

6.25 When a vacancy occurs on any committee, the Board may appoint a Member to fill the vacancy for the remainder of the committee's term.

6.26 The Board may remove any Member who it has appointed to any committee who has not acted in the best interests of EPA.

Conflict of Interest

6.27 A Director, Officer or Member of a committee who has an interest, or who reasonably may be shown to have an interest, in a proposed contract or transaction with EPA, or who directly or indirectly receives any consideration for services from or through EPA, shall:

- (i) disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be;
- (ii) refrain from voting or speaking in debate on such contract or transaction;
- (iii) refrain from influencing the decision on such contract or transaction; and
- (iv) comply with the requirements of the Act regarding conflict of interest.

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Meetings of Members

6.28 General Meetings of Members shall include Annual General Meetings and General Meetings.

6.29 Written notice by Regular Mail or by E-Mail of General Meetings shall be given to all Members at least twenty (20) days prior to the date of the meeting.

6.30 EPA shall hold an Annual General Meetings of Members no later than six (6) months after the end of the previous fiscal year.

6.31 A Special Meeting of the Members may be called at any time by the President or by the Board or upon written request signed by at least fifteen (15) Members, addressed to the Secretary for consideration and transaction of specific matters set out in their request. Upon receipt of such Request for a Special Meeting, the Secretary shall give at least seven (7) days' notice by E-Mail or Regular Mail to all Members of EPA, of such Special Meeting, and all Members of EPA shall be entitled to attend and to be heard at such Special Meeting.

6.32 Voting Members may exercise their votes through a delegate Member, appointed in writing.

6.33 Quorum at a General Meeting or a Special Meeting shall consist of Members present in person, or as otherwise set out in these By-Laws.

6.34 Unless specified otherwise, matters at Annual, General and Special Meetings shall be decided by the bringing of a Motion in the proper fashion, and decided by a simple majority vote of Members present, where a tie vote shall fail. Such Motion and the results of the vote thereupon, shall be evidenced by a Resolution where appropriate. All Motions, vote results and Resolutions shall be included in the Minutes of such Meeting. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands.

Article 7 Indemnification

7.1 EPA shall indemnify and hold harmless out of the funds of EPA each Director, Officer and Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Committee Member, providing such claim does not arise out of the willful neglect, criminal action, or acts of fraud, dishonesty, or bad faith of a Director.

7.2 EPA shall arrange, purchase and maintain insurance for the protection and benefit of its Directors, Officers and Committee Members, as the Board may determine in its sole discretion.

Article 8 Notice

8.1 In these By-laws, written notice shall mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the address of record of an EPA Director, Committee Member, or Member, as the case may be.

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8.2 The accidental omission to give notice of a meeting of the Directors, Members or Committee Members, the failure of any Director, Member or Committee Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

Article 9 Amendments to Bylaws

9.1 The Bylaws of EPA may only be amended, revised, repealed, or added to by a Special Resolution at a General Meeting of Members. The twenty (20) days' notice of such General Meeting must include full details of the proposed resolution to change the Bylaws.

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, and values of EPA.

Article 10 Adoption of these Bylaws

10.1 These Bylaws were passed and approved by a Special Resolution of the Members of the Corporation at a General Meeting duly called, for which proper notice is confirmed to have been provided to all Members, by unanimous consent of the Directors of the Corporation.

The above-noted By-Laws are hereby confirmed by the Directors of the Corporation, as evidenced by their signatures below.

Dated the _____ day of _____, 2023.