

Abbotsford Pickleball Association Bylaws

PART 1 – INTERPRETATION

1.01 In these Bylaws, unless the context otherwise requires, the following definitions apply:

- (a) “Adult Member” means a person 18 years of age or over who on application to the directors for membership in the Society have been accepted by the Board;
- (b) “Annual General Meeting” (AGM) means a meeting of the members held once within a calendar year to conduct the ordinary business of the APA;
- (c) “APA” or “Association” means the Abbotsford Pickleball Association;
- (d) “Board” means the directors of the Abbotsford Pickleball Association;
- (e) “Bylaws” means the bylaws as altered from time to time;
- (f) “Email” means electronic mail in the common vernacular;
- (g) “Extraordinary General Meeting” is a general meeting of the members of the APA held to conduct special business or business other than ordinary business;
- (h) “General Meeting” means any meeting of the members of the APA;
- (i) “Not in Good Standing” shall mean a member who is in arrears with the Association with respect to payment of membership dues and/or other required fees or is suspended by the APA;
- (j) “Ordinary Resolution” means the following:
 - (i) a resolution passed at a General Meeting by a simple majority (>50%) of the votes cast by the Voting Members, whether cast in person or by votes cast by another means approved in accordance with these Bylaws; or
 - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the Voting Members;

- (k) “Registered Address” of a member means his or her address as recorded in the register of members;
- (l) “Resolution of the Board” means a resolution passed at a meeting of the Board by a simple majority (>50%) of votes cast by directors whether cast in person or by votes cast by another means approved in accordance with these Bylaws;
- (m) “Society,” notwithstanding the meaning of Society in the Societies Act, Society in these Bylaws shall also mean the membership of the APA including the Board of directors;
- (n) “Societies Act” means the Societies Act 2015 RSBC, Chapter 18, as amended from time to time;
- (o) “Special Resolution” means the following:
 - (i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by another means approved in accordance with these Bylaws; or
 - (ii) a resolution consented to in writing by all of the Voting Members;
- (p) “Spouse” means a person who is married to another person or a person who is living with another person in a marriage-like relationship;
- (q) “Voting Member” means a member of the APA who has the right to vote according to these Bylaws; and
- (r) “Youth Member” means a person who is no less than 10 years old and no older than 18 years old who on application to the directors for membership in the Society have been accepted by the Board.

1.02 Words importing the singular include the plural and vice versa. Words importing a male person include a female person and a corporation and vice versa.


1.03 When constructing the Bylaws, reference shall be made to the Societies Act 2015 RSBC, Chapter 18, as amended from time to time, and words and expressions in the Bylaws shall have the same meaning as would be in the case when used in that Societies Act.

Conflict with Act or regulations

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

PART 2 – MEMBERSHIP

2.01 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.02 The annual term of membership for the APA will commence on January 1st of each  year and end on December 31st of the same year.

2.03 Membership of the APA shall be comprised of:

- (a) Adult Members; and
- (b) Youth Members.
- (c) Youth Members require the consent of a parent or guardian to apply and join the APA.

2.04 Every member shall uphold the constitution of the Society and comply with these Bylaws.

2.05 Adult Members are entitled to:

- (a) receive information about schedules, clinics, tournaments, events, activities, and other club functions;
- (b) attend all General Meetings;
- (c) participate in APA tournaments and clinics as space permits;
- (d) receive a copy of the constitution and Bylaws;
- (e) serve on committees;
- (f) stand for election as officers and directors, if they are in good standing;

- (g) examine books and records of the APA upon giving at least seven (7) days' notice in accordance with Part 12 of these Bylaws; and
- (h) vote at a General Meeting of the APA, if the member is a member in good standing.

2.06 Youth Members are entitled to:

- (a) receive information about schedules, clinics, tournaments, events, activities and other club functions;
- (b) participate in APA tournaments and clinics as space permits;
- (c) receive a copy of the constitution and Bylaws; and
- (d) serve on committees.

2.07 The annual membership dues for both classes of members must be determined at the Annual General Meeting of the APA. Dues for the first year of the Society's existence, prior to the first AGM, will be determined by APA directors.

2.08 All members shall be permitted to attend a meeting of the Board in order to permit a member to make a presentation to the Board on an issue of concern that is felt to require some action by the Board, other than that which would require the convening of a General Meeting for the purposes of dealing with a Special Resolution or other formal action as set out in these Bylaws or the Societies Act.

2.09 A member is Not in Good Standing if the member fails to pay the member's annual membership dues and/or other required fees, and the member is Not in Good Standing for as long as these dues and fees remain unpaid.

2.10 A member who is Not in Good Standing:

- (a) may not vote at a General Meeting;
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members;
- (c) is deemed not to be a Voting Member for the purposes set out in sections 4.14 and 4.16 of these Bylaws; and

(d) may not stand for election in accordance with section 6.01(b).

PART 3 – TERMINATION AND FORFEITURE OF MEMBERSHIP

3.01 A person's membership in the APA shall cease or is terminated:

- (a) When the person's term of membership expires;
- (b) When the person is Not in Good Standing for 6 (six) consecutive months;
- (c) When the person resigns their membership by delivering their resignation personally in writing to the secretary of the APA, or by mailing it or by delivering it to the Registered Address of the APA;
- (d) When a person dies; or,
- (e) When the person is expelled from the APA.

3.02(1) The APA Board shall have the authority to suspend or expel any member including a director, whose behaviour or actions have been deemed:

- (a) to be a breach of the Bylaws or constitution;
- (b) to be a breach of the Code of Conduct; or,
- (c) serious enough such that the behaviour or actions could be a detriment to the Society or could otherwise bring the APA into disrepute.

3.02(2) Any meeting of the directors convened for the purposes of a vote to suspend or expel a director, or remove a director from office in accordance with these Bylaws shall exclude the director in question and the director shall not have a vote.

3.02(3) Subject to subsection 3.02(2):

- (a) a meeting convened for the purpose of suspending or expelling a member or director must consist of a majority of the directors currently in place at the time, but if a majority of the directors is not present or available to vote to suspend or

expel a member or director then no vote may be held and the member or director shall not be suspended or expelled at that time;

- (b) where a meeting convened for the purpose of suspending or expelling a member or director consists of four (4) or more directors, the vote to suspend or expel a member shall be a simple majority; and
- (c) where a meeting convened for the purpose of suspending or expelling a member or director consists of only three (3) directors, the vote to suspend or expel a member must be unanimous.

3.02(4) In the event of a tie between votes when there is an even number of directors voting to suspend or expel a member or director, then the president, or in the absence of the president, the meeting chair shall have a second and deciding vote.

3.03 Where a director has been suspended for a breach under section 3.02(1) the director is automatically suspended from acting as a director.

3.04 No person shall be suspended or expelled without first having been given notice of the allegation or complaint made against them in writing, and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

PART 4 – MEETINGS

4.01 The directors may regulate their meetings and proceedings as they see fit.

4.02 A General Meeting must be held at the time and applicable place the Board determines.

4.03 Every General Meeting, other than an Annual General Meeting (AGM), is an Extraordinary General Meeting.

4.04 Annual General Meetings of the APA shall be held once within a calendar year and no later than 90 days after the fiscal year end.

4.05 The Board may, whenever the majority of the directors deem it, convene an Extraordinary General Meeting, except that when that meeting is convened by way of a members' requisition, subject to section 4.14 of these Bylaws.

Notice of Meetings

4.06 At least two (2) days' notice of a directors meeting must be given unless all the directors agree to a shorter notice period.

4.07 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.

4.08 Notice of any General Meeting must state the nature of any business to be transacted at the meeting, other than ordinary business pursuant to section 5.01 of these Bylaws, in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

4.09(1) Notice of a General Meeting shall be provided to every member shown on the register of members of the Society at least fourteen (14) days before the meeting is held. Such notice of a General Meeting shall consist of:

(a) the date, time and location,

(b) an agenda,

(c) the text of any Special Resolution, if any, which is to be presented at the meeting,

(d) documentation related to a member's requisition, if any, in accordance with 4.14(2)(b), and

(e) voting instructions in accordance with section 5.16(e) of these Bylaws, any time a vote is required.

4.09(2) Notwithstanding subsection 1, when the General Meeting is an AGM, notice provided to the members shall also include:

(a) the meeting agenda as established by the Board,

(b) copies of financial statement(s),

(b) director's reports, if any, and the auditor's report, if any, and

(c) documentation related to a member's proposal, if any, in accordance with section 4.16(5) of these Bylaws.

4.10 Notice of a General Meeting shall be given or delivered to every member by any of the following methods:

(a) personally, or

(b) by mail to their address shown on the register of members. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, or

(c) by Email to every member who has provided an Email address to the Society as shown on the register of members.

4.11 Notice of a General Meeting shall also be posted on the APA website commencing at least twenty-one (21) days in advance of the date the meeting is to be held. Such notice will include the date, time and location and the agenda of the meeting. Notice shall end on the date of the meeting.

4.12 Other than registered members of the Society, no other person is entitled to receive a notice of a General Meeting, except for the auditor in accordance with Part 10 of these Bylaws.

4.13 The accidental omission to post or provide notice of a General Meeting or the non-receipt of a notice by any member entitled to receive notice does not invalidate the proceedings at that meeting.

Requisition of General Meetings

4.14(1) Voting Members of the APA may requisition the Board to call an Extraordinary General Meeting for the purposes stated in the requisition. The requisition threshold will be 10% of the Voting Members of the APA.

“Requisitionists” means those Voting Members referred to in subsection (b).

A requisition under this section:

- (a) may be made in a single record or may consist of several records in similar form
- (b) must contain the names of, and be signed by, not fewer than the number of Voting Members that constitutes the requisition threshold for the Society,
- (c) must state, in 200 words or less, the business to be considered at the meeting, including any Special Resolution the Requisitionists wish to have considered at the meeting,
- (d) must be delivered to the delivery address, or mailed by registered mail to the registered office of the Society, and
- (e) must be sent to each individual listed in the Society's register of directors referred to in Section 20(1)(e) of the Societies Act.

4.14(2) Promptly after the Board receives a requisition mailed or delivered under Subsection (1)(e) the Board must:

- (a) call a General Meeting, to be held within 60 days after the date the requisition was received, to consider the business stated in the requisition, and
- (b) send, with the notice of the meeting, the text of the statement referred to in subsection (1)(c).

4.14(3) If, within 21 days after the date that the Board received the requisition, the Board does not call a General Meeting, a majority of the Requisitionists may call the meeting.

4.14(4) A General Meeting called under subsection (3) must be;

- (a) called within sixty (60) days after the expiry of the twenty one (21) day period referred to in that subsection, and
- (b) called and held in the same manner, as nearly as possible, as a General Meeting called and held by the Board except that notice of the meeting must be sent to every director as well as every member.

4.14(5) Unless otherwise resolved by Ordinary Resolution at the General Meeting called under subsection (3), the Society must reimburse the Requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

Special Business

4.15 Special business is any business, excluding ordinary business pursuant to Section 5.01 of these Bylaws, which is or may be conducted at a General Meeting. Any meeting conducted for the purpose of dealing with special business must be conducted according to the rules of order. Notice of special business shall be conducted in accordance with sections 4.08 and 4.09(1) of these Bylaws.

Members' Proposals for Annual General Meetings

4.16(1) In this section:

“Proposal” means a notice sent under subsection (2) to the Society.

“Proposal Threshold” means 5% of the Voting Members of the Society.

4.16(2) Voting Members of the APA may send to the Board a notice of a matter that the members propose to have considered at an AGM.

4.16(3) A Proposal must contain the names of, and be signed by, not fewer than the number of Voting Members that constitute the Proposal Threshold of the Society.

4.16(4) A Proposal must be received by the Board not less than seven (7) days before the notice of the AGM is sent out to the membership.

4.16(5) The Board, having received a Proposal at least seven (7) days before the notice of the AGM is sent out, must include with the notice:

(a) the Proposal

(b) the names of the members submitting the Proposal, and

(c) one statement in support of the Proposal, if the members submitting the Proposal request that the statement be included with the notice.

4.16(6) A Proposal, or, if a statement is provided under subsection 5(c), the Proposal and statement together must not exceed 200 words in length.

4.16(7) Proposals will be added to the AGM agenda for discussion and if required, put before the members for a vote.

4.16(8) The APA is not required to comply with subsection (5) if substantially the same Proposal was considered at a General Meeting held in either of the 2 previous calendar years before the calendar year in which the Annual General Meeting referred to in that subsection is to be held.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

5.01 At a General Meeting, the following business is ordinary business:

- (a) adoption of the rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors and/or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) setting the annual dues;
- (g) other business arising out of a report of the directors not requiring the passing of a Special Resolution;
- (h) other business that under these Bylaws, ought to be transacted at an AGM, including business brought forth by way of a member's Proposal; and
- (i) any business which is brought under consideration by the report of the directors which was issued with the notice of the convening of the meeting.

Order of business at a General Meeting

5.02 The order of business at a General Meeting is as follows:

- (a) ensure that a chair has been appointed or the person entitled to preside as chair is present according to section 5.06 of these Bylaws;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last General Meeting;
- (e) deal with unfinished business from the last General Meeting;
- (f) if the meeting is an Annual General Meeting (AGM) then:
 - (i) receive the directors' report on financial statements of the Society for the previous financial year, and the auditor's report, if any, on those financial statements;
 - (ii) receive any other reports of directors' Societies Activities and decisions since the previous AGM;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor if necessary or required;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

5.03 A matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

Chair of a General Meeting

5.04 The following individual is entitled to preside as 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 president,
 - (ii) the vice president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice president are unable to preside as the chair.

Quorum at a General Meeting

5.05 A quorum at a General Meeting of the APA will be 10% of the eligible voting Membership, subject to section 5.08 of these Bylaws.

5.06 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting when a quorum of Voting Members is not present.

5.07 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.

Lack of a quorum at commencement of a meeting

5.08 If within fifteen (15) minutes from the time appointed for a meeting a quorum is not present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place. If, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present shall constitute a quorum for that meeting.

5.09 If within fifteen (15) minutes from the time appointed for a meeting, if convened by way of the requisition of members, a quorum is not present then that meeting shall be terminated.

5.10 A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Voting

5.11 All resolutions proposed at a General Meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes the chair shall not have a second or casting vote and the resolution shall be defeated.

5.12 A Voting Member in good standing at a General Meeting is entitled to vote and each member shall have one vote. A member shall be able to vote on each matter presented. Voting is by a show of hands or by secret ballot depending on the business and nature of any resolution or motion.

5.13 Voting by proxy, delegate or agent is not permitted.

5.14 Voting by Email or other electronic means, approved by the Board, is permitted.

5.15 Voting by Email or other electronic means will be permitted only at General

Meetings held for the purposes of voting on:

- (a) any Special Resolution, and
- (b) the election of directors at an AGM.

5.16 The following rules apply to voting by Email or other electronic means:

- (a) the APA Board will establish a distinct Email address, or other electronic system specifically dedicated to the casting of ballots or votes. The Email address will not be accessible to any director of the APA Board;
- (b) A voting committee, not to include any director of the Board, will be established to manage the voting process and ballots received. The voting committee may have a designated returning officer who will be responsible to oversee and ensure the integrity of the voting process. The dedicated Email address will be accessible only to the voting committee;
- (c) all Email ballots are to be received by the voting committee no less than twenty-four (24) hours prior to the scheduled start time of the meeting;
- (d) all Email ballots shall be retained in hard copy and be present at a meeting for confirmation and verification by the voting committee, or returning officer, if any;
- (e) notice of any meeting sent to the members, which involves voting by Email or other electronic means, must include but is not limited to instructions for:
 - (i) how to properly cast the ballot and the time period required to return the ballot;
 - (ii) information as to what will render the ballot invalid, and
 - (iii) the Email address to which the ballot is to be sent.
- (f) after verification of the results by the committee or returning officer, all Email ballots will be destroyed upon the conclusion of the voting.

5.17 Where the number of candidates is greater than the number of vacancies each Voting Member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.

PART 6 – DIRECTORS and OFFICERS

Directors must be qualified

6.01 A person is qualified to be a director of the APA if the person:

(a) is an Adult Member, and

(b) except for the initial directors, has been an APA member in good standing for the previous 12 (twelve) consecutive months.

6.02 A person is not qualified to be a director of the APA if any of the provisions under section 44(3) of the Societies Act apply to that person.

6.03 A director of the APA who is not qualified, or who ceases to be qualified, under section 44 of the Societies Act, or these Bylaws, must promptly resign.

Board Function

6.04 The APA Board may exercise such powers and do such acts and things as the Board may be required to do or exercise which are not by the Bylaws or by statute otherwise restricted, or where the powers, acts and things are lawfully directed or required to be exercised or done. All such powers, acts and things must conform with all applicable laws, including the Societies Act and any regulations thereto, as well as the APA Bylaws.

6.05 A new rule made by the Board does not invalidate any prior rule of the Board nor any previous actions that were taken by the Board that were based on the prior rule.

Board Nominations

6.06(1) The Board may appoint a nominating committee which will be comprised of three (3) members appointed by the Board. The nominating committee will be responsible to solicit nominations from the membership.

- 6.06(2) Subject to sections 6.01, 6.02 and 6.03, any member in good standing may be nominated and stand for election as a director. Nominations for a candidate must be obtained in writing.
- 6.06(3) Members who wish to stand for election as a director must submit the following, in writing, to the nominating committee no less than twenty-one (21) days before the scheduled start time of the AGM:
- (a) proof of nomination, and
 - (b) a short resume which includes a description of the nominee's:
 - (i) attributes (knowledge, skills and abilities),
 - (ii) reasons for wanting to become a director,
 - (iii) what they hope to contribute to the APA.
- 6.06(4) The nominating committee must, within forty-eight (48) hours, on receipt of the list of candidates and resumes, forward the list to the secretary of the APA who will immediately disseminate the list and resumes to the membership for their consideration.
- 6.06(5) Members currently on the Board and wishing to be re-elected are not subject to nomination but must provide written notice of their intent to stand for office, to the head office of the Association fourteen (14) days prior to the AGM.
- 6.07 Nominations from the floor will not be permitted unless, at the time of the commencement of the AGM, there are fewer candidates standing for election than the number of new positions available on the Board.
- 6.08 All candidates standing for election are required to be in attendance at the AGM unless extenuating circumstances prevent their attendance. (Ex: family related death, injury, or similar circumstance). The Board must ensure that steps are taken to ensure that candidates are informed of this requirement.
- 6.09 To become a director, an individual must be elected or appointed to that office in accordance with these Bylaws. An election or appointment of an individual as a director is invalid unless:

- (a) the individual consents in writing to be a director of the Society, or
- (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

6.10 The president, vice-president, secretary and treasurer are the officers of the APA and form the executive committee of the Board. The Board must meet immediately following the AGM to elect, by a majority of the directors present, the president, vice-president, secretary and treasurer.

6.11 The APA Board shall consist of no less than five (5) or greater than eleven (11) directors or such greater numbers as shall be determined from time to time at a General Meeting.

6.12 The election of Board members will be in the following manner:

- (a) all candidates will be elected by secret ballot at the AGM;
- (b) should a tie occur in the number of votes cast between candidates, the current Board shall meet privately during that AGM and vote by secret ballot a second time, regarding only the tied candidates. If a tie still exists following the second vote, the president, or in his or her absence, an appointed designate, shall cast a third and deciding vote
- (c) except as may be required to achieve the goal set out in section 8.02(1), each directorship shall be for a two (2) year term;
- (d) the maximum number of successive years a member may serve on the Board is six (6) after which he or she must take a year off before being able to seek re-election; and
- (e) directors shall retire from office at the AGM at which their successors are elected. Directors are eligible to stand for re-election.

When a director ceases to hold office

6.13 A director ceases to hold office when:

- (a) the director's term of office expires;
- (b) the director is expelled;
- (c) the director resigns or dies;
- (d) the director is unable to perform the duties of a director due to physical or mental disability; or.
- (e) the director is removed from office according to these Bylaws.

Resignation of a director

6.14 A director of the Board who intends to resign must give his or her resignation to the Society in writing, and the resignation takes effect on the later to occur of the following:

- (a) the date of receipt by the Society of the written resignation; or.
- (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (i) if a date is specified, the beginning of the day on the specified date.
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.

Removal of directors

6.15 A director may be removed from office of the APA:

- (a) for any breach under section 3.02(1) of these Bylaws;
- (b) for failing to disclose a conflict of interest pursuant to section 56 of the Societies Act; or
- (c) refusal to resign pursuant to section 6.03 or section 6.25 of these Bylaws.

- 6.16(1) Notwithstanding that a director may have been suspended in accordance with section 3.02(1), or committed any other breach referred to in section 6.15, the remaining directors, excluding the director in question, shall by a simple majority, vote to remove the director.
- 6.16(2) In the event of a tie between the remaining directors, the president shall have a second and deciding vote to break the tie. In the president's absence, the president's designate shall have a second and deciding vote to break the tie.
- 6.17 The Board may from time to time appoint a Voting Member as a director to fill a vacancy in the Board, where the vacancy exists because the position was not filled at the time of election. A director so appointed holds office only until the conclusion of the next AGM, but is eligible to run for election at that AGM.
- 6.18 If a director resigns, is removed from office or otherwise ceases to hold office, in accordance with these Bylaws, the remaining directors shall appoint a Voting Member to fill the vacancy for the period remaining in the director's term of office. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 6.19 The Board may, from time to time, appoint such representatives and agents and authorize employment of such persons they deem necessary to carry out the objects of the APA. Such representatives, agents and employees shall have such authority and shall perform such duties, from time to time, as have been prescribed by the Board.
- 6.20 Reporting on representatives, agents, employees or any other such person authorized or contracted by the APA to perform duties shall be made in accordance with Part 9 of these Bylaws.
- 6.21(1) No director shall be remunerated by the Society for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged directly in the affairs of the Society.
- 6.21(2) Any expenses over a certain amount agreed upon by the Board shall first be approved by the Board, and receipts provided for all expenses to be reimbursed.

6.21(3) Notwithstanding subsection (1) the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Conflict of Interest

6.22(1) All Board members must immediately disclose any, all, and perceived conflicts of interest when discussing, planning, or implementing any actions, programs or events in regards to the Association's functions or daily operations. Such disclosure may require, at the Board's discretion, that these members not participate in ongoing discussion and planning of said actions, programs or events.

6.22(2) Failure to disclose any conflicts of interest may be grounds for dismissal, to be determined by the Board.

Absence of Directors

6.23 Directors of the APA are limited to being absent from their duties and usual activities of conducting business of the APA, as would normally be expected of them, for a period of not more than sixty (60) consecutive days.

6.24 If a director is absent from their duties and usual activities of conducting business of the APA, as would normally be expected of them for a period longer than sixty (60) days, the director must either return to their duties or resume their duties and participate in the activities of conducting the business of the APA, as would normally be expected of them, by whatever means are available to that director, whether by telephone, electronic mail or via other means of media communications.

6.25 If a director, who is absent for more than 60 consecutive days does not return to their duties or resume their duties in accordance with section 6.24, then the director must promptly resign from their position, in writing, in accordance with these Bylaws. If the director refuses to resign from their position, the remaining directors, excluding the director in question, shall by a simple majority, vote to remove the director. Any tie in the voting will be subject to sections 3.02(4) and 6.16(2) of these Bylaws.

6.26 Spouses are not eligible to seek nomination as a director or hold a position as a director at the same time.

PART 7 – PROCEEDINGS OF DIRECTORS

- 7.01 The Board shall meet together, at least 4 times per year, at such times and places as they deem fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings as may be necessary.
- 7.02 A newly elected Board may invite the recent outgoing president to attend Board meetings during its first year of operation to assist with the transition of leadership as needed. The attending past president would not be allowed to vote at any Board meetings.
- 7.03 The president may call for, and convene, a meeting of the Board. A president, on the request of two (2) directors, shall convene a meeting of the Board.
- 7.04 At least forty-eight (48) hours' notice of a director's meeting must be given unless all the directors agree to a shorter period of notice.
- 7.05 Notice may be given to other Board members either personally, or by phone or Email using contact information shown on the register of members.
- 7.06 The quorum necessary for the transaction of the Society's business is a majority of the directors then in office. No business shall be conducted if a quorum is not present.
- 7.07 The president shall be chair of all meetings of the Board but if at any meeting the president is not present within fifteen (15) minutes of the time appointed for holding the meeting, the vice-president shall act as chair. If neither is present the directors may choose one of their number to be chair of that meeting.
- 7.08 All resolutions proposed at a meeting of the directors must be seconded and the chair may move or propose a resolution. In any case of equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated, except in any case where the president has been afforded a second and deciding vote pursuant to section 3.02(4).
- 7.09 In cases where a meeting of the Board is not held, a resolution in writing, signed by all the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.

7.10 The Board may delegate any, but not all, of their powers to committees consisting of such persons as they deem fit, and may name the committee. A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may, from time to time, be imposed on it by the Board. A committee shall report every act or thing done in exercise of those duties to the Board.

7.11 Subject to any directions given to a committee by the Board, the committee shall determine its own procedure and may meet and adjourn as they think necessary and proper.

PART 8 – DUTIES AND ROLES OF DIRECTORS

Functions of directors

8.01 Subject to the Societies Act, the regulations and these Bylaws, the directors of a Society must manage, or supervise the management of, the activities and internal affairs of the Society.

Board Members and Executive Committee

8.02(1) Elections for Board positions will occur only at an AGM, with the goal of having no more than half of the Board comprised of newly elected members in any given year. After the first election, and thereafter, only as may be required to achieve this goal, the directors shall determine amongst themselves which of their terms shall expire. Those directors shall be eligible for re-election the following year.

8.02(2) An executive committee will be formed from members of the Board, and will be comprised of the President, Vice President, Secretary and Treasurer.

Duties of directors

8.03(1) A director of the APA must, when exercising the powers and performing the functions of a director of the APA,

(a) act honestly and in good faith with a view to the best interests of the Society,

(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

(c) act in accordance with the Societies Act and the regulations, and

(d) subject to paragraphs (a) to (c), act in accordance with the Bylaws of the Society.

8.03(2) Without limiting subsection (1), a director of the APA, when exercising the powers and performing the functions of a director of the Society, must act with a view to furthering the purposes of the Society.

8.03(3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

8.03(4) Nothing in a contract or the Bylaws of the Society relieves a director from:

(a) the duty to act in accordance with the Societies Act and the regulations,
or

(b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

Accountabilities of the Officers:

8.04 The President is accountable for:

(a) General supervision of the affairs and operations of the Association, including office staff;

(b) Presiding at, and conducting effective meetings of members, Board or executive;

(c) Acting as the official spokesperson of the Association;

(d) Provision of leadership and accountability to members via reporting on Association activities at the AGM; and

(e) Performing such other duties as from time to time are established by the Board.

8.05 The Vice President is accountable for:

- (a) Supporting and assisting the President in all duties;
- (b) Assuming the duties of President as required; and
- (c) Performing such other duties as may from time to time be established by the Board

8.06 The Treasurer is accountable for:

- (a) Ensuring that all proper accounting records as required by the Societies Act are kept on behalf of the Association;
- (b) Ensuring that all monies received by the Association are deposited into the Association's bank accounts;
- (c) Supervising the management and disbursement of funds of the Association;
- (d) Providing the Executive and Board with timely and accurate financial reports on the financial transactions and financial position of the Association;
- (e) Preparing, with input from the Board, an annual budget to be presented to the members at the AGM for their approval and/or amendment;
- (f) Preparing for annual submission to members a statement of the financial position of the Society at the AGM and providing a copy of same to the Secretary for the records of the Society; and
- (g) Performing such other duties as may from time to time be established by the Board.

8.07 The Secretary is accountable for:

- (a) Attendance at all Board meetings;

- (b) Documentation of all amendments to the Association's Bylaws;
- (c) Ensuring that all official documents and records of the Association are properly kept in accordance with Sections 20, 22 and 23 of the Societies Act;
- (d) Filing documents for the Society whenever required including submitting the annual report to the registrar;
- (e) Ensuring the recording of the minutes of all meetings of the Association's members, Board and committees;
- (f) Sending all notices of the various meetings as required;
- (g) Maintaining the register of members; and
- (h) Performing such other duties as may from time to time be established by the Board.

8.08 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 9 – FINANCES

Banking

9.01 The banking business of the Association will be conducted at such financial institution as the Board may designate.

9.02 All securities, monies, and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts and may be withdrawn in accordance with section 9.03.

9.03 The Society shall always have a minimum of two approved signatories with the financial institution(s) being used. The signatories will be any two (2) of the President, Vice-President, Treasurer or Secretary, as long as those two (2) are not related by blood or marriage, unless otherwise approved by the third officer.

Expenditures

9.04 All unscheduled expenditures over an amount specified by the Board from time to time, are to be approved by the executive committee and reported to the Board at the next scheduled meeting of the Board.

Borrowing

9.05 The Society may only borrow money or issue bonds, debentures, notes or other evidences of debt obligations subject to a Resolution of the Board and section 7.07 of these Bylaws in each and every case where borrowing or the issuing of bonds, debentures, notes or other evidences of debt obligations, is being sought.

9.06 Notice to the members of a General Meeting which involves borrowing or the issuing of bonds, debentures, notes or other evidences of debt obligations, will contain the information referred to in sections 4.08 and 4.09(1)(a), 4.09(1)(b), 4.09(1)(c) and 4.09(1)(e) of these Bylaws.

Signing Authority

9.07 All leases, deeds, contracts, whether under seal or otherwise, shall be subject to a Resolution of the Board and section 7.07 of these Bylaws. They must be signed on behalf of the APA by any two (2) of the President, Vice President, Treasurer or Secretary, as long as those two (2) are not related by blood or marriage, unless otherwise approved by the third signing officer.

9.08 All cheques, bills of exchange, or other orders for the payment of money shall be signed by any two (2) of the President, Vice President, Treasurer, or Secretary, as long as those two (2) are not related by blood or marriage, unless otherwise approved by the third signing officer.

Reporting of Financial Statements

9.09 Financial statements of the Society must be prepared for the current fiscal period beginning immediately after the end of the preceding financial year and ending not more than six months before the AGM at which the statements are to be presented.

9.10 The financial statements of the Society must be prepared as comparative financial statements relating separately to:

- (a) the period determined under section 9.16, and
- (b) the preceding period in relation to which financial statements for the Society were prepared.

Issuance of financial statements

9.11 The APA Board must not issue, publish or distribute financial statements of the Society required under these Bylaws unless the financial statements;

- (a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained, and
- (b) have attached to them the auditor's report, if any, on those financial statements.

9.12 The APA Board must not issue, publish or distribute financial statements of the Society that purport to be audited financial statements unless the financial statements have, in fact, been audited and an auditor's report has been prepared in relation to them.

Reporting on representatives, agents, employees or any other such persons authorized or contracted by the APA to perform duties.

9.13 Any financial statement prepared by the APA must contain a note with respect to the remuneration provided by the APA to any and all persons, who were employed or are employed, persons under a contract for services rendered and/or any other person who was authorized to perform duties for the APA, and who received financial remuneration during the applicable period for which the financial statement is prepared.

9.14 The note in the financial statement(s) shall include:

- (a) a list of names and titles or position, if applicable,

- (b) the nature of the work done, duties performed or service(s) rendered,
- (c) the amount paid and the period over which payment was made, and
- (d) the total number of people engaged by the APA, the total amount of remuneration paid or the type of remuneration given, during the period in relation to which the financial statement is prepared.

Property

9.15 The APA 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. Any such action would proceed as a Resolution of the Board subject to the provisions of section 7.07 of these Bylaws.

Fiscal year end

9.16 The fiscal year of the APA shall run from January 1st to December 31st of each year unless the fiscal year is changed by a Resolution of the Board.

PART 10 – AUDITOR

10.01 The APA may appoint an Auditor by a Resolution of the Board or Ordinary Resolution.

10.02 Where an auditor is appointed by the Society, the auditor must be appointed in accordance with sections 112 and 113 of the Societies Act.

10.03 If the office of the auditor is vacated by resignation, death or for another reason, other than by removal under section 115 of the Societies Act, the directors must appoint an auditor to hold office until the close of the next annual general meeting.

Removal of auditor during term

10.04 Removal of an auditor by the Society must be conducted in accordance with section 115 of the Societies Act.

10.05 The Society may, by Ordinary Resolution passed at a General Meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office.

10.06 If an auditor is removed by Ordinary Resolution passed at the General Meeting referred to in section 10.05, the Society must appoint a person as auditor for the remainder of the term of office of the auditor who was removed under that paragraph.

10.07 An auditor shall be informed forthwith in writing of appointment or removal.

10.08 No director and no members of the Society shall be an auditor.

10.09 The auditor is entitled to receive notice of, and attend, General Meetings in accordance with section 118 of the Societies Act.

PART 11 – BYLAWS

11.01 Upon admission to the APA each member is entitled to receive a copy of the APA Bylaws upon request and the Board shall provide an electronic copy when requested without charge. The APA Board shall also post the constitution and the Bylaws on the APA website.

11.02 These Bylaws shall not be altered or added to except by way of Special Resolution.

PART 12 - RECORDS AND INSPECTION OF RECORDS

Records

12.01 All records of the APA must be kept in accordance with sections 20, 22, and 23 of the Societies Act.

Inspection of Records

12.02 Inspection of records will be subject to the provisions of the Personal Information Protection Act of BC. and must be conducted in accordance with sections 24 and 25 of the Societies Act.

12.03 Any request to inspect records of the APA must be received in writing, providing at least 7 days' notice to the APA Board.

PART 13 – INDEMNIFICATION

13.01 The Society indemnifies each director or officer against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any director or officer for acts of fraud, dishonesty or bad faith.

13.02 No director or officer is liable for the acts of any other director, officer or employee. No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No director or officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

PART 14 - FINAL PROVISIONS

14.01 In the event of the dissolution or winding-up of the Abbotsford Pickleball Association, assets of the Association remaining after all the debts of the APA have been paid, shall, by a Resolution of the Board, be transferred to another B.C. non-profit organization with a similar purpose. The assets shall not be distributed among the members or directors.

14.02 The purposes and goals of the Abbotsford Pickleball Association, consistent with the constitution, shall be organized and operated exclusively on a non-profit basis.

14.03 No part of the income of the APA shall be payable or otherwise available for the personal benefit of any member, director or officer.