



Pickleball Newfoundland and Labrador Association Inc

known as Pickleball Newfoundland and Labrador (PNL)

Constitution & By-Laws Version Control Document

Date	Version	Author	Change Status
2020/06/15	1.0	PNS	Copied and modified for PNL by L. Lye.
2021/05/15	2.0	PNL	Approved at 1st AGM

**Memorandum of Association of
Pickleball Newfoundland and Labrador Association Inc.**

1. The name of the Association shall be The Pickleball Newfoundland and Labrador Association Inc. (“the Association”).
2. The registered office of the Association will be situated in St. John’s, in the Province of Newfoundland and Labrador.
3. The Association is registered as a not-for-profit corporation and falls under the auspices of *the Corporations Act* of Newfoundland and Labrador.
4. The objectives for which the Association is established are based on the following Mission, Vision, and Values.

Our Mission

To coordinate, govern, promote and encourage the advancement of Pickleball from grassroots to elite levels in all age groups across Newfoundland and Labrador.

Our Vision

Pickleball as a visible and vibrant sport by Newfoundland and Labrador of all ages and abilities

Our Values

The values we believe to be instrumental in making decisions and impacting how we interact are outlined below. We believe in managing Pickleball Newfoundland and Labrador according to these values and ensuring that the **Principles of True Sport** are activated on the field of play. The first letter from key words in our value statements spell **TRUE** integrating our values with the principles of True Sport.

Pickleball NL Values	Our Declaration	I/We Live Our Values By . . .
We believe that integrity makes True champions	<p>Our sport builds character and teaches life lessons that extend beyond the court.</p> <p>We strive to make ethical decisions and to behave in a manner that reflects our values.</p> <p>We work tirelessly to create and preserve trust</p>	<p>Providing leadership by adhering to our policies</p> <p>Offering education and development opportunities to coaches, officials and athletes</p>

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<p>We foster a safe and inclusive experience</p>	<p>We respect each other and advocate for a quality sport environment.</p> <p>We invite multiple perspectives to ensure fairness and dignity for everyone.</p> <p>Everyone has the right to feel supported and welcomed</p>	<p>Adopting safe sport guidelines</p> <p>Inviting all communities to participate</p>
<p>We are one, connected community</p>	<p>We strive to foster a fun, positive, diverse and rewarding environment where everyone has a place to learn, grow, volunteer, work and compete. We encourage everyone to stay involved for life.</p> <p>We believe that everyone can benefit from our sport's healthy lifestyle.</p>	<p>We offer a variety of programs and leagues to accommodate all skill levels and ages</p> <p>We are adaptable and open to new opportunities</p>
<p>We are committed to Excellence</p>	<p>We go the extra mile to ensure quality results, effective processes and good governance.</p> <p>We help everyone achieve their highest potential.</p> <p>We strive to be transparent and accountable in our actions, decisions and promises.</p> <p>We encourage everyone to participate, to have fun and to strive for excellence.</p>	<p>We ensure that everyone has a place to participate and be challenged</p> <p>We develop opportunities for meaningful competition</p>

By-Laws of the Pickleball Newfoundland and Labrador Association Inc.

**ARTICLE I
POWERS**

The powers of the Association shall be:

- a) To carry out the objectives of the Association.
- b) To direct, manage, supervise and control the property and funds of the Association.

**ARTICLE II
FISCAL YEAR**

The Association's fiscal year end for accounting and membership term purposes is **DEC 31st of each year.**

**ARTICLE III
MEMBERSHIP**

INTRODUCTION

The Members shall be the governing body of Pickleball Newfoundland and Labrador (PNL). To enable the Association to operate effectively, Members delegates to the Board of Directors authority to manage the affairs of the Association consistent with its established principles and policies. The members reaffirm this delegated authority each year at the Annual General Meeting, through the election or reelection of the Board of Directors.

DEFINITIONS

1. In these by-laws:
 - (a) "Director" any board member including; officer, member of an executive committee and any other person occupying such a position by whatever name called.
 - (b) Member means an individual that has been accepted by the Association as a member and who has maintained their membership in good standing
 - (c) "Society" means Pickleball Newfoundland and Labrador Association Inc.
 - (d) "Registrar" means the Registrar of Joint Stock Companies appointed under the Newfoundland and Labrador Companies Act.
 - (e) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present, in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP RIGHTS and RESPONSIBILITIES

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. Every member may vote at any members' meeting of the Society.
5. Any member who has reached the age of majority as per Sec: 2 of the Age of Majority Act (or with their guardian's written consent) is entitled to hold any office.
6. Membership in the Society shall consist of:
 - (a) the minimum of 5 subscribers to the Memorandum of Association.
 - (b) those who support the objects of the Society
 - (c) those whose name and address is written or recorded in the Register of Members
 - (d) those who pay an annual fee in an amount determined by the Society, and
 - (e) those who reside in the geographic area of the Province of Newfoundland and Labrador
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
 - (a) upon death, or
 - (b) if the member resigns by written notice to the Society, or
 - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
 - (d) if, by vote of the majority of the members of the Society, or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the member's membership in the Society shall be terminated.
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until Registrar's approval is received.
10. No funds of the Society shall be paid to, or be available for the personal benefit of any member.

MEMBERS' MEETINGS

11. Every member, subject to by-law 4, shall have one vote and no more, and there shall not be proxy voting.
12. A general or special meeting of the members may be held at any time and shall be called:
 - (a) if requested by the chair, or
 - (b) if requested by a majority of the directors, or
 - (c) if requested in writing by **5%** of the members.
13. Notice to members is required for general or special meetings. The notice must:

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- (a) specify the date, place and time of the meeting,
 - (b) be given to the members seven (7) days prior to the meeting,
 - (c) be given to the members by e-mail,
 - (d) specify the nature of business, such as the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
- (a) specify the date, place and time of the meeting,
 - (b) be given to the members thirty (30) days prior to the meeting,
 - (c) be given to the members by email,
 - (d) specify the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
15. At the annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- (a) minutes of the previous annual general meeting,
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial report of the Society,
 - (d) the appointment of auditors for the ensuing years, and
 - (e) election of directors.
16. Quorum shall consist of 5% of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17. (a) If a meeting is convened as per by-laws 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
- (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved
18. The President, or in his/her absence, the Vice-President, or in the absence of both, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes the motion shall be lost.
20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting, unless notice of such new business is given to the members.

21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient, unless a poll is demanded by at least three members. If a poll is demanded, it shall be held by show of hands, or by secret ballot as the Chair may decide.

DIRECTORS

22. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.
23. The number of directors shall be not less than 5. The subscribers to the Memorandum of Association of the Society shall be members of the Society.
24. Directors shall retire from office at the end of each annual general meeting at which time their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two-year terms, with one-half of the directors elected each year.
 - (a) The Board shall consist of:
 - (1). President
 - (2). Vice-President
 - (3). Secretary
 - (4). Treasurer
 - (5). Additional Directors, nine (9)Membership:
 - (b) Five (5) Zone Directors; Western, Central, Eastern, Avalon, and Labrador.
 - (1) Zone directors shall provide representation at meetings, including reports, for their areas, and if unable to attend meetings, shall inform the *Board* of any information or issue arising in their respective areas.
 - (c) Two (2) Directors-at-Large, shall perform duties as performed by the board
 - (7) and the Past President. Should the Past President choose not to serve this position would remain vacant until after the next election.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
26. The members may, by special resolutions, remove any director and appoint another person to complete the term of office.
27. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibility and remuneration.
28. The directors may appoint an executive committee and other committees as they see fit.

29. Directors who have, or could reasonably be seen to have, a conflict of interest, have a duty to declare this interest. The declaration should be made to the members
 - (a) upon nomination, and
 - (b) if serving as a director, when the possibility of a conflict is realized.
30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to the interest. The withdrawal should be recorded in the minutes.

DIRECTORS' MEETINGS

31. The board of directors shall meet no less than four (4) times each year.
 - (a) Use of Technology by Members of the Board. Directors may participate in meetings via the use of technology notably teleconferencing or videoconferencing. Thus, those who cannot physically be present may still participate in the meeting. Meetings must be conducted in such a manner as to allow all participants to hear and be heard
32. A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the directors seven (7) days prior to the meeting,
 - (c) be given to the directors by email
 - (d) the non-receipt of notice by any director shall not invalidate the proceedings,
 - (e) notice can be waived for board meetings with the unanimous approval of the Board.
33. A Quorum shall consist of 50% of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is established to open the meeting and, upon request, before any vote. A quorum will include those physically present and in accordance with section 31(a).
34. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
35. At directors' meetings, where there is an equality of votes, the motion shall be lost. Voting by proxy is not permitted.

OFFICERS

36. The officers shall be elected by the membership and shall be a President, a Vice-President, a Treasurer and Secretary.
37. One of the officers shall be the President. The President is the chief spokesperson for Pickleball Newfoundland and Labrador Association Inc.
The President shall:
 - (a) be responsible for the effectiveness of the Board
 - (b) perform other duties as assigned by the members or the directors,

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- (c) organize and conduct all meetings and be concerned with the overall smooth operation of Pickleball Newfoundland and Labrador,
 - (d) at the annual general meeting, report to the membership on the year's activities.
38. One of the officers shall be the Vice-President.
The Vice-President shall:
- (a) perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
39. One of the officers shall be the Secretary. The Secretary shall:
- (a) have the responsibility for the preparation and custody of all records including:
 - 1. the minutes of members' meetings,
 - 2. the minutes of directors' meetings,
 - 3. the filing of annual requirements with the office of the Registrar, and
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the Registrar:
 - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - 3. have other duties as assigned by the board.
40. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.
41. Board Members will serve for a term of two (2) years effective as of the date Annual General Meeting with one half of the Directors elected or appointed each year.
42. Board Members have full voting rights at board meetings.
43. The Board may, by Special Resolution, remove an Officer or a Board Member before the expiration of his/her term and may elect a successor to complete the term of office.
44. Contracts, deeds, bill of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

COMMITTEES

45. A Nominating Committee shall be appointed by the President at least thirty (30) days prior to the Annual General Meeting. This committee shall consist of at least three (3) members whose duty is to identify members seeking election to the Board.
46. All PNL members possess the authority to nominate himself/herself, or another member.

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47. If there is more than one candidate for an elective position, a vote shall be held at the Annual General Meeting. Paper ballots shall be used.

FINANCE

48. The fiscal year end of the Society shall be the last day of April.
49. The Treasurer shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
- (a) a balance sheet showing its assets, liabilities and equity, and
 - (b) a statement of its income and expenditure in the preceding fiscal year.
50. A copy of the financial report shall be signed by the auditor or by two directors.
51. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual general meeting.
52. An auditor of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an auditor, the Directors may do so.
53. The Society may only borrow money as approved by a special resolution of the members.
54. The members may inspect the annual financial statements and minutes of membership and directors' meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at a reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
55. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
56. The Society shall not make loans, guarantee loans or advance funds to any director or officer.

CONFLICT of DOCUMENTS

57. In the case of any conflict between any part of these by-laws and the Societies Act, the Societies Act would prevail.

ADOPTION of these BY-LAWS

58. These By-Laws were ratified by a special resolution of the Members of the Society at a meeting of members duly called and held on XXXX, 2020 at XXX X in St. John's, Newfoundland and Labrador.

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59. In ratifying these By-Laws, the Members of the Society repeal all prior By-Laws provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

Adopted by Pickleball Newfoundland and Labrador Association Inc.

May 15, 2021

_____ Date

Liam McErlean____Secretary