

PEI PICKLEBALL ÎPÉ BYLAWS

BYLAW NO. 1 **AUTHORITY AND PURPOSE**

- 1.01 The official name of the organization is “PEI Pickleball ÎPÉ, hereafter called the “Company”.
- 1.02 The Company was set up on 15 June, 2022, under the *PEI Companies Act*, Part II.
- 1.03 The Company is managed by a Board of Directors, hereafter called the “Board”.
- 1.04 The Company is the provincial sport governing body for Pickleball in the Province of Prince Edward Island. The Company is a member of the national sport governing body, Pickleball Canada, and is a member of the provincial sport governing body, Sport Prince Edward Island Inc.
- 1.05 The Board has final authority on the interpretation of the Company’s Bylaws.
- 1.06 The purpose is to promote the sport of Pickleball as a fun and active game for PEI players of all ages and skill level and to support, develop, advocate for and represent all players.

BYLAW NO. 2 **MEMBERSHIP**

- 2.01 Membership in the Company is limited to those persons or organizations interested in furthering the objectives of the Company who contribute to the support of the Company an amount to be determined at the annual general meeting.
- 2.02 To be a member, one must have registered and paid dues to Pickleball Canada and PEI Pickleball ÎPÉ for the current year.
- 2.03 Membership in the Company is not transferable, but shall cease upon the death or resignation of the member, or the withdrawal of membership at a general meeting by a vote of two-thirds of those present less abstentions.
- 2.04 Every member of the Company who is in good standing shall be entitled to vote at any general meeting or special meeting of the Company, to address or introduce a motion at any such meeting, and to hold any office of the Company.
- 2.05 Notwithstanding those Bylaws relating to meetings and voting procedures as hereinafter provided, the corporation can terminate a membership with sufficient reason with a resolution approved unanimously by the Board of Directors at a special meeting called for that purpose. The member, who has been so removed, may appeal the decision of the Board of Directors at a meeting called by the President for that reason.
- 2.06 Any member may terminate his/her membership by notifying the Board of Directors in writing to that effect. However, no membership fees shall be refunded.
- 2.07 The position of Director shall be vacated:
 - (a) If, by notice in writing to the Board, a Director resigns as a Director; or,
 - (b) If, at any special meeting of the corporation, such Director is voted out of office by a simple majority of the members entitled to vote.

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BYLAW NO. 3 **BOARD OF DIRECTORS**

- 3.01 The business of the Company shall be administered by a board of directors and the number of the directors shall be a minimum of **three (3)** and a maximum of **(12)**.
- 3.02 The founding members of the Company shall constitute the board of directors ("Board") until the first general meeting of the Company.
- 3.03 Directors shall be elected by the members at the annual meeting of the Company.
- 3.04 All members of the Board shall hold office for a term of **up to** two (2) years. Terms of office may be renewed.
- 3.05 The position of director shall be vacated by giving written notice to the board of directors.
- 3.06 The directors shall **be elected at the Annual General Meeting**.
- 3.07 **The Board will strive to have fair representation from all areas of PEI, with a minimum of one representative from each county of Prince, Kings and Queens.**

BYLAW NO. 4 **OFFICERS**

- 4.01 At the first meeting of the Board, the Board shall elect from its own number its officers.
- 4.02 The officers of the Company shall be a President, Vice-President, Secretary and Treasurer.
- 4.03 The President shall have the responsibility of the supervision of the business of the Company and shall perform such duties as may be assigned to him/her from time to time by the Board.
- 4.04 The **Vice-President helps the President and performs duties of the President in the President's absence or inability to act.**
- 4.05 The Secretary shall keep the minutes of the meetings of the Board and of the Company and shall keep such books and records as may be prescribed or deemed necessary. He/she shall attend to all the correspondence of the Board, prepare and receive all notices and documents, draft the minutes of all meetings, investigate applications for membership and report thereon to the Board, and generally perform all the ordinary duties of a secretary. He/she shall have custody of the corporate seal and shall have the power to certify all documents.
- 4.06 The Treasurer shall have charge and custody and be responsible for all funds of the Company which **he/she** shall deposit in the Company's name in such bank as may from time to time be designated by the Board and shall have charge of the finances of the Company and shall keep such books and records as may be prescribed or deemed necessary. He/she shall submit a financial statement at the end of each fiscal year and whenever requested to do so by the **President**.

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BYLAW NO. 5 **DUTIES OF THE BOARD**

- 5.01 The Board shall be responsible for the general management of the affairs, funds, and records of the Company.
- 5.02 The Board shall establish committees with the name, designation and responsibilities as are deemed appropriate from time to time.
- 5.03 The Board, through its committee structure, is empowered to seek corporate sponsorship and any donations in support of the [objectives](#) of the Company.
- 5.04 The Board shall appoint proper signing officers from its number, which officers shall be responsible for signing all cheques, notes and obligations of the Company.
- 5.05 It will be the duty and responsibility of the Board to ensure that any moneys raised through government assistance, all donations and corporate sponsorship are used in accordance with the objectives of the Company.
- 5.06 [The Directors shall abide by a strict standard of ethical conduct while performing their duties of the Company, including honesty, integrity, objectivity, competence, fairness, confidentiality and professionalism.](#)
- 5.07 [Directors must avoid situations where their personal interests conflict with their duties of the Company.](#)

BYLAW NO. 6 **COMMITTEES**

- 6.01 The Board [may](#) employ, either on a full or part-time basis, such personnel as are required from time to time for the proper operation of the Company.
- 6.02 All or any expenses paid to the members of the Board or to committee members shall be determined and approved by the Board.
- 6.03 The Board shall have the power to create and to specify the membership of the committees of the Board and the duties of such standing or special task committees as may be found necessary from time to time to carry out the work of the Board and shall have the power to dissolve such committees.

BYLAW NO. 7 **MEETINGS**

- 7.01 The annual meeting of the Company shall be held [in the](#) Province of Prince Edward Island [at a](#) place as the Board [may](#) direct, not later than [1 June](#).

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- 7.02 The presence of at least a majority of the Board shall be necessary to constitute a quorum at all meetings of the Company and any member in good standing of the Company shall be entitled to vote at such meetings.
- 7.03 The Board of the Company shall meet at any time at the call of the President or at the request of the majority of the Board.
- 7.04 The presence of a majority of the Board shall be necessary to constitute a quorum at all meetings of the Board of the Company and any member of the Board shall be entitled to vote at such meetings.
- 7.05 Notice of all meetings of the Company shall be given at least one (1) week in advance of such meeting, in such manner as is deemed appropriate by the President or by the Board.
- 7.06 Notice of all meetings of the Board of the Company shall be given at least **forty-eight (48)** hours in advance of such meeting in such manner **as** deemed appropriate by the President.

BYLAW NO. 8 **FISCAL YEAR**

- 8.01 The Company's fiscal year shall be the calendar year extending from the 1st day of **January** to the 31st day of **December**.

BYLAW NO. 9 **SIGNING AUTHORITY**

- 9.01 All contracts, documents, instruments in writing, cheques, drafts or orders for payment of money, notes, acceptances, and bills of exchange drawn, accepted, endorsed and signed by the proper signing officers of the Company shall be binding on the Company without any further authorization or formality.
- 9.02 The Board shall have the power from time to time by resolution to appoint any other officer or officers or directors of the Company to sign specific contracts, documents or instruments in writing.
- 9.03 **All written agreements and financial transactions entered into in the name of the Company shall be signed by any two of the President, Vice-President, Secretary or Treasurer.**
- 9.04 **All expenses of more than \$500 not covered by the budget, need prior approval of the Board.**

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BYLAW NO. 10 **AMENDMENTS**

- 10.01 Any and all amendments and additions to the memorandum of agreement and By-laws of the Company, provided they are not in conflict with the purposes and objects of the Company, may be adopted at any annual or special general meeting of the Company by a two-thirds vote of the members in good standing present at such meetings provided that the proposed amendment is filed with the Company's secretary, in writing, at least thirty (30) days before the scheduled meeting date, so that it may be circulated to club members no later than twenty-one (21) days before the meeting at which it shall be considered by the membership.
- 10.02 Any amendment so adopted shall immediately become effective unless otherwise provided.

BYLAW NO. 11 **AUDITORS**

- 11.01 The accounts of the Company shall be audited or reviewed annually, prior to the annual meeting, and the auditor shall be appointed for the next ensuing year by a two-thirds vote of the membership at the annual meeting.

BYLAW NO. 12 **INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS**

- 12.01 Every director of the corporation, and his or her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the corporation from and against all costs, charges and expenses which he or she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her in or about the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.
- 12.02 No director or officer shall be liable for the acts, receipts or defaults of any other Director, Officer or employee or for joining in any receipt or act for the conformity or for any loss.

BYLAW NO. 13 **CORPORATE SEAL**

- 13.01 The Board shall order a seal for the Company which shall be kept in the custody of the secretary.

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BYLAW NO. 14 **DISSOLUTION**

14.01 Upon the dissolution of the Company and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada and which are recognized under the Income Tax Act (Canada) or any organization in existence at the time of dissolution whose objectives are substantially similar to those of the Company and which carries out or plans to carry out those objectives within the Province of Prince Edward Island.

Original document DATED at Charlottetown, this 15th day of June, 2022.

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|-----------------------|------------------------|
| • ANNE MARY RICHARD | • ANDREW GALLANT |
| • ANASTASIA DESROCHES | • TIMOTHY EDWARD FLEET |
| • ERNIE COLES | • DORIS DUNPHY |
| • BRUCE FITCHETT | • PAUL AUSTIN CHEVERIE |
| • KENNETH J PETERS | • JANICE NICOLLE |
| • JOHN THOMAS STEWART | • DONG ZHANG |