

# Pickleball of Waterloo Wellington Region (POWWR)

## BYLAWS

As Revised at the Special Meeting of Members, October 1, 2024

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**WHEREAS** the Corporation was granted Letters Patent by the Government of the Province of Ontario under the *Corporations Act of Ontario* on the 16th day of May 2017.

**NOW THEREFORE BE IT ENACTED** as a Bylaw of the Corporation to take effect in accordance with Section 10 as follows:

## **1. INTERPRETATION**

### **1.1. Definitions**

In all Bylaws and resolutions of POWWR, unless the context otherwise requires:

- a. “Act” means the Ontario Not-for-Profit Corporations Act (ONCA), including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- b. “Articles” means the original articles of incorporation of POWWR (sometimes referred to as Letters Patent); a set of legal documents that provide basic information about the corporation required for the original legal creation of the corporation. “Articles” may also refer to revised documents that could be known as articles of amendment, amalgamation, continuance, reorganization, arrangement or revival.
- c. “Board” means the Board of Directors of POWWR.
- d. “Bylaws” means this document, entitled “Pickleball of Waterloo Wellington Region Bylaws”, which may be amended, from time to time, in accordance with Section 10 of this document.
- e. “Corporate Books and Records” include, but are not limited to, POWWR’s Articles of Incorporation and Amendment, Bylaws, financial statements and minutes of meetings.
- f. “Director” means a Member of the Board.
- g. “Member” means a Member of POWWR, and “Members” or “Membership” means the collective Membership of POWWR.
- h. A “Member in Good Standing” means a Member whose membership dues are paid, and who has not been suspended or expelled from POWWR at any time, in accordance with Section 5.5 of these Bylaws.
- i. “Officer” means an Officer of POWWR (President, Past President, Vice President, Secretary, Treasurer).

- j. “Proxy” means the authority to represent someone else, especially in voting.
- k. “Resolution” means a decision made by the Board or the Members through the process of a motion and a vote.
- l. “Regular resolution” means a decision made by a simple majority (51%) of the voters present (or voting by proxy).
- m. “Special Resolution” means a decision made by a special majority (67%) of the voters present (or voting by proxy).
- n. “Extraordinary Resolution” means a decision made by an extraordinary majority (80%) of the voters present (or voting by proxy).

## **1.2. Interpretations**

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- a. Except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;
- b. Words importing the singular number only will include the plural and vice versa;
- c. Words importing gender shall be interpreted as any gender;
- d. The word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- e. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **2. MISSION STATEMENT**

Pickleball of Waterloo Wellington Region is committed to promoting, developing and growing the sport of pickleball in a safe and welcoming environment.

### **3. NAME**

The name of the corporation is “Pickleball of Waterloo Wellington Region” which is abbreviated to POWWR.

### **4. PURPOSE OF POWWR**

The purpose of this Corporation shall be:

- a. To facilitate a variety of Pickleball programming to encourage Members to be involved with Pickleball on a regular basis.
- b. To provide organizational expertise while hosting and/or running Pickleball tournaments and developmental opportunities for players, referees, coaches of all skills and abilities.
- c. To enhance Pickleball awareness in the surrounding communities while introducing the public to the sport of Pickleball.
- d. To introduce and attract others, particularly our youth and others seeking developmental recreational activities, to Pickleball by providing demonstrations, clinics and other Pickleball events within the local communities.
- e. To give back to the community via donations of time, funds, or pickleball equipment.

Any proposed change to the purpose of POWWR, as stated in its Bylaws, requires a Special Resolution.

### **5. MEMBERSHIP**

#### **5.1. Eligibility**

An individual may become a Member of POWWR without discrimination, notwithstanding an expulsion or suspension of the Member, in accordance with Clause 5.5 of these Bylaws.

#### **5.2. Membership Dues**

The Board will establish the amount of the membership dues. Memberships are for a one-year duration starting January 1st and ending December 31st.

### **5.3. Voters**

All POWWR Members in good standing are entitled to one vote on any resolution to be considered at a meeting of the Members, in accordance with Section 6, Meetings of Members.

### **5.4. Application for Membership**

An application for membership should be submitted to POWWR and must include the required membership dues.

### **5.5. Suspension or Expulsion of Members**

The Board shall have the power to suspend or expel any Member for cause. Any Member who fails to pay dues when they are due shall automatically be suspended from membership.

### **5.6. Membership Changes Requiring a Special Resolution**

The following proposed membership changes require a special resolution:

- a. Create a new class or group of Members.
- b. Change a condition required for being a Member.
- c. Change the designation of any class or group of Members or add, change or remove any rights or conditions of any such class or group.
- d. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group.
- e. Any change to remove a provision respecting the transfer of membership.

## **6. MEETINGS OF MEMBERS**

### **6.1. Annual General Meeting of Members**

The Annual General Meeting of POWWR for the transaction of such business as shall come before the voting Members shall be called by the Board and be held between January 1st and March 31st each year.

## **6.2. Order of Business**

The suggested order of business at the Annual General Meeting of POWWR shall be as follows:

- a) Call to Order
- b) Verify Quorum
- c) Opening Remarks
- d) Agenda Review and Approval
- e) Minutes of the Previous Annual General Meeting
- f) Business Arising from the Previous Minutes
- g) Reports from the Board, including:
  - a. President's Report
  - b. Financial Report
  - c. Membership Report
  - d. Governance Report
  - e. Events Report
  - f. Nominations Report / Elections
  - g. Other Reports as Deemed Necessary
  - h. Motion to Waive Annual Audit and Review Engagement Requirements
- h) New Business
- i) Adjournment

## **6.3. Special Meeting of Members**

A Special Meeting of Members is a meeting called for a specified purpose, or purposes, of special interest or concern to the membership, which cannot wait for the Annual General Meeting to be dealt with. A Special Meeting of Members may be called by the Board at any time, subject to normal notice of meeting requirements, outlined in Bylaw 6.4.

Members of POWWR may also request that a Special Meeting of Members be held for any purpose connected to the corporation, subject to the following requirements:

- a. 10% or more of the membership agrees with the request;
- b. The President is notified in writing at the time of the request regarding the subject matter to be discussed and any proposed resolution, if applicable;

- c. The Board of Directors must respond within 21 days of receiving the request. If the Board fails to respond, the Members may set the date for a meeting. The date set for the meeting must allow for Member notice requirements as set out in Bylaw 6.4 below.

#### **6.4. Notice of Member Meetings**

Written notice of the time, place and the purpose of any POWWR Member Meeting shall be delivered by post or electronically to all eligible Members not less than 30 or more than 50 days before any meeting. All notices shall be directed to the addresses or e-mail addresses appearing in the records of POWWR.

Any proposed change to the manner of giving notice to Members entitled to vote at a meeting requires a Special Resolution.

#### **6.5. Quorum and Voting**

At all Member meetings of POWWR the presence, either in person or by proxy, of a minimum of 10% of the voting membership shall constitute a quorum. A simple majority of those votes shall constitute the action of POWWR, except in those cases where a special or extraordinary resolution requires a higher threshold for approval, in accordance with ONCA.

Any proposed change to the method of voting by Members not in attendance at a meeting of the Members requires a Special Resolution.

#### **6.6. Member Proposals**

6.6.1. Members may put forward a proposal(s) at an Annual General Meeting or Special Members' Meeting, provided that appropriate background information and any proposed resolution is provided to the Secretary by the Member within 7 days following distribution of the associated Notice of Meeting by POWWR.

6.6.2. The Board of Directors will distribute the background information and any proposed resolution to all Members within 10 days following receipt, provided that the Member's material is received by the Board in accordance with the notice requirements set out in Clause 6.6.1 of these Bylaws.

## **6.7. Meeting Procedures**

All meetings of POWWR shall be conducted in accordance with these Bylaws. Where the POWWR Bylaws are silent on any procedural matter, the principles of Robert's Rules of Order will prevail.

## **7. BOARD OF DIRECTORS**

### **7.1. Responsibilities**

POWWR shall be managed by its Board of Directors, who shall establish, direct and monitor the Strategic Plan, policies and objectives of POWWR. The Directors shall direct, review and approve all matters concerning POWWR.

### **7.2. Composition**

The Board shall consist of seven (7) to eleven (11) Members. A minimum of four Members will be Officers of the Corporation.

### **7.3. Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, in accordance with sub-section 7.7, or no longer fulfils all the qualifications to be a director set out in sub-section 7.4, as determined at the sole discretion of the Board.

**7.3.1.** A Director is entitled to give the corporation a statement giving reasons:

- a. for resigning, or
- b. for opposing his or her removal as a director if a meeting is called for the purpose of removing him or her.

**7.3.2.** POWWR shall provide the Members with a copy of the statement.

## **7.4. Qualifications**

Each Director shall be:

- a. A Member of POWWR,
- b. An individual,
- c. A person who is over 18 years of age,
- d. A person who is capable of managing property under the Substitute Decisions Act, 1992 or Under the Mental Health Act.

A Director may not be:

- a. A person who has been found to be incapable by any court in Canada or elsewhere,
- b. A person who has the status of bankrupt.

## **7.5. Election and Term**

Each Director elected shall be elected for a term of one year. The election of Directors to fill any vacancies shall take place at the Annual General Meeting of Members. All Directors whose terms have been completed shall retire, with the proviso that if a Director so desires, they may stand for election for a further one-year term.

## **7.6. Resignation**

The resignation of a Director becomes effective at the time the written resignation is received by POWWR or at the time specified in the resignation, whichever is later.

## **7.7. Removal**

The Members may, by Special Resolution, at a Meeting of Members remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resultant vacancy for the remainder of the term of the Director so removed, failing which, such vacancy may be filled by the Board.

## **7.8. Filling of Vacancies**

A quorum of the Board may fill a vacancy in the Board. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

## **7.9. Board of Director's Meetings and Voting**

**7.9.1.** Meetings of the Board may be called by the Chair, President, Vice President or any two Directors. A Board Member may participate by means of telephone, electronic or other communication device that permits all participants to communicate adequately with each other during the meeting.

**7.9.2.** The time and location of the next POWWR Board of Director's Meeting shall be determined by consensus at each Board of Director's Meeting. Agreement regarding the next meeting date, as recorded in the minutes, shall constitute notice of the meeting. The meeting agenda, including committee reports, will be delivered by post or electronically to all Board Members a minimum of two days prior to the Board Meeting date. Notices shall be directed to the addresses or e-mail addresses appearing in the records of POWWR.

**7.9.3.** All Board Members, including the Chair, are entitled to one vote and shall vote on each resolution, except where a Member has declared a conflict of interest, in accordance with Bylaw 7.14. In the case of a tie vote, the resolution is declared defeated.

## **7.10. Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Board, or any committee, excluding amendment of these Bylaws, may be taken without a meeting if all the Members of the Board or committee consent in writing, including electronic mail, to taking the action without a meeting and to approving the specific action. Such actions shall have the same force and effect as a unanimous vote of the Board of Directors, provided that each action is recorded in the minutes of the following Board of Director's Meeting, or in the committee minutes or associated report.

## **7.11. Quorum**

A majority of the number of Directors determined in accordance with sub-section 7.2 constitutes a quorum for any meetings of the Board.

## **7.12. Committees**

The Board may from time to time appoint any committee or advisory body as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Unless otherwise determined by the Board, a committee shall have the power to fix its own quorum, and to otherwise regulate its procedures. Committees shall be chaired by a Member of the Board, that person to be appointed by the Board.

## **7.13. Confidentiality**

Every Director, Officer, committee member, employee and volunteer shall respect the confidentiality of matters before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential, matters that come to their attention as part of their employment or volunteer activities.

## **7.14. Conflict of Interest**

Board Members shall comply with the Conflict-of-Interest provisions outlined in the Director's Agreement. Directors declaring a Conflict of Interest shall not vote or participate in discussion on the agenda item specified. The Director must withdraw from the meeting room (if attending in person) or disconnect from the meeting (if attending via technology), during discussion or voting on the related agenda item. The Secretary will record the declaration of conflict and abstention from voting in the minutes of the meeting.

## **7.15. Indemnification**

POWWR shall indemnify present or former Directors or Officers, or other individuals who act or acted at POWWR's request as a Director or an Officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

## **8. OFFICERS**

### **8.1. Appointment**

The Board may designate the Officers of the Corporation, appoint Officers, specify their duties and, subject to the Articles of Incorporation, delegate to such Officers the power to manage the affairs of POWWR. A Director may be appointed to any office of POWWR. All Officers must be a Member of the Board of Directors, unless this Bylaw otherwise provides.

### **8.2. Officers and Terms**

The Officers of POWWR shall be Past President, President, Vice President, Secretary and Treasurer, all of whom shall serve without compensation. The Board shall appoint the President, Vice President, Treasurer and Secretary by majority vote at the first meeting following the Annual General Meeting. The Board may also appoint a Member to the position of Past President at this meeting.

Officers will hold their position for a period of one year, or in those cases when an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the Annual Members' Meeting.

### **8.3. Description of Office**

Unless otherwise specified by the Board, the Officers of POWWR shall have the following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

**Past President** – The position of Past President is usually fulfilled by the person who most recently served as President. The Past President is a Director, with full voting privileges, who acts as a professional resource for all Board Members. However, if the previous President is unable or unwilling to serve, a person with the requisite knowledge and expertise may be appointed to the role by the Board. The position of Past President may be left vacant at the discretion of the Board.

**President** – The President shall be a Director. The President shall be the Chief Executive Officer. The President shall, when present, preside at all meetings of the Board and of the Members.

Vice President - The Vice President shall be a Director. If the President is absent or is unable or refuses to act, the Vice President shall, when present, preside at all meetings of the Board and of the Members.

Secretary – The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in POWWR’s minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to POWWR.

Treasurer – The Treasurer shall be a Director. The Treasurer shall be the Chief Financial Officer. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of POWWR. Whenever required, the Treasurer shall render to the Board an account of all such person’s transactions as Treasurer and of the financial position of POWWR.

The duties of all other Officers of POWWR shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

## **9. COMMITTEES**

### **9.1. Committees**

POWWR shall have the following key committees:

- Finance Committee,
- Membership Committee,
- Governance Committee,
- Events Committee,
- Nominations Committee.

POWWR shall have other committees as may be established by the Board from time to time. All committees will be comprised of a Board Member as Chair, plus as many other members as deemed necessary by the Chair, up to a normal

maximum of four additional members. Additional members must be Members of POWWR but may or may not be Board Members. Committee members shall serve a one-year term, renewable at the discretion of the Chair. All Committee members shall serve without compensation.

All committees shall present reports at every Board Meeting for review and approval, unless there has been no committee activity since the previous meeting. Reports must be submitted to the Secretary by electronic mail a minimum of 3 days in advance of the meeting to allow for pre-circulation to the Board. Committees with no activity or report should advise the Secretary at least 3 days in advance of the meeting.

A brief general description of the key committees is as follows:

#### **9.1.1. Finance Committee**

The Finance Committee will be chaired by the Treasurer of POWWR. The committee is responsible for managing all the financial activities of POWWR. The committee will prepare and present a Financial Statement of Operations at all Meetings of the Board and at each Annual General Meeting of the Members.

#### **9.1.2. Membership Committee**

The Membership Committee shall administer new POWWR memberships, renew memberships, and be the repository of information about and statistics regarding existing Members of POWWR. The committee will be responsible for collecting annual membership dues.

#### **9.1.3. Governance Committee**

The Governance Committee will provide oversight of Board of Director function and performance and ensure that POWWR is governed within legal and ethical standards set out by the Ontario Not-for-Profit Corporations Act. The committee is responsible for the Bylaws, policy development, and associated review and amendment(s). The committee is also responsible for the planning and execution of all meetings of the Members, annual or special, including annual Board elections, in coordination with the Nominating Committee.

#### **9.1.4. Events Committee**

The Events Committee plans and executes POWWR pickleball programs and events, including arranging facilities, recruiting volunteers in coordination with the Volunteer Committee, communicating to all participants and potential participants in coordination with the Communications Committee, and preparing budgets for the programs and events.

#### **9.1.5. Nominations Committee**

The Nominations Committee is responsible for ensuring, on a continuing basis, that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the organization. The committee oversees the election of Board Members at the Annual General Meeting of Members in coordination with the Governance Committee.

### **10. ADOPTION AND AMENDMENT OF BYLAWS**

#### **10.1. Bylaws**

The Bylaws shall be subject to amendment, and new Bylaws not inconsistent with any provision of the Articles of Incorporation may be adopted by the affirmative vote of a majority of the Members at a regular Annual or Special Members' Meeting.

No proposed amendment of these Bylaws shall be adopted by the Board unless the voting Members shall have been given notice of 30 - 50 days, as prescribed in Bylaw 6.4, of the proposed amendment, prior to voting.

#### **10.2. Process for Submitting Amendment of Bylaws**

Any Member in good standing may submit a proposed Bylaw or Bylaw amendment to the Board. Such proposals must be submitted in writing, sufficiently in advance of any meeting to discuss the change, to allow notice to the Members as prescribed by Bylaw 6.4.

## **11. FINANCIAL ADMINISTRATION**

### **11.1. Fiscal Year**

The fiscal year of POWWR shall be January 1<sup>st</sup> to December 31<sup>st</sup>, but this may be amended by resolution of the Board.

### **11.2. Cheques**

Four (4) POWWR Board Members, consisting of the duly elected President, Vice President, and Treasurer, as well as one additional Board Member to be designated annually by the Board, shall be authorized to sign all POWWR cheques. Two (2) of the four (4) authorized Board Members shall sign all cheques.

### **11.3. Bank Account**

A separate POWWR bank account shall be used to transact all POWWR finances.

### **11.4. Review of Financial Records**

The financial records may be subject to an annual audit or review engagement. On recommendation of the Board the membership may, by extraordinary resolution, at each Annual General Meeting, waive these requirements for the following year.

An audit or review engagement may not be performed by a POWWR Member.

### **11.5. Annual Financial Statements**

The Annual Financial Statements shall be made available to the Members no less than 21 days prior and not more than 50 days prior to the Annual General Meeting. At the Board's discretion, the Annual Financial Statements may be delivered by post or electronically or published on POWWR's website for this purpose.

## 12. PROTECTION OF DIRECTORS

Every Director of POWWR, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of POWWR and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director shall be liable for the acts, receipts, neglects or defaults of any other director, or for any damage or expense happening to the corporation.

## 13. CORPORATE BOOKS AND RECORDS

POWWR'S Corporate Books and Records will be kept in the custody of the appropriate Officer.

## 14. SIGNATURES AND DATES

**ENACTED** by the Directors of POWWR this 1<sup>st</sup> day of October 2024

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of POWWR this 1<sup>st</sup> day of October 2024

\_\_\_\_\_  
Secretary