

SOCIETIES ACT

VICTORIA REGIONAL PICKLEBALL ASSOCIATION

CONSTITUTION

September 2021

1. The name of this society shall be the Victoria Regional Pickleball Association.
2. The purpose of the Victoria Regional Pickleball Association is to support, develop, advocate for, and represent pickleball players in the Greater Victoria Region.
3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. Upon its liquidation or dissolution, this society may distribute its money and other property to its members.

BYLAWS

Part 1 - Interpretation

- 1.1 In these Bylaws:
 - a) "VRPA" means the Victoria Regional Pickleball Association;
 - b) "Directors" mean the directors of the VRPA for the time being;
 - c) "Board" means the directors of the VRPA;
 - d) "General Meeting" means a meeting of the members of the VRPA;
 - e) "Registered Address" of a member means his or her address as recorded in the Register of Members and includes any email address;
 - f) "Act" means the Societies Act of British Columbia as amended from time to time;
 - g) "Bylaws" means these Bylaws as altered from time to time.
- 1.2 The definitions in the Act apply to these Bylaws.
- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, shall prevail.

Part 2 - Members

- 2.1 A person may apply to the Board for membership in the VRPA and the person becomes a member on the Board's acceptance of the application.
- 2.2 Every member must uphold the Constitution of the VRPA and must comply with these Bylaws.

- 2.3 The amount of the annual membership dues must be determined by the Board.
- 2.4 A member is not in good standing if the member fails to pay the annual membership dues, if any, and the member is not in good standing so long as those dues remain unpaid.
- 2.5 All prospective members will be required to pay an initiation fee the first time they join the VRPA, plus that year's annual dues. If, in any subsequent year, a person ceases to be a member in good standing, and later chooses to again become a member in good standing, the person will be required to repay that year's annual dues.
- 2.6 A member who is not in good standing may not vote at a general meeting, and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- 2.7 A person's membership is terminated if the person is not in good standing for 2 consecutive months.
- 2.8 Members in good standing are entitled to:
 - a) receive information about schedules, clinics, tournaments, and other matters as the Board may direct, by email;
 - b) attend all general meetings;
 - c) participate in VRPA tournaments and clinics as space permits;
 - d) receive a copy of the Constitution and Bylaws by email;
 - e) serve on committees;
 - f) vote on all issues at General Meetings;
 - g) stand for election as Officers and Directors; and
 - h) examine books and records of the VRPA upon at least 7 days' written notice.
- 2.9 A member must treat all players with dignity, respect, honesty and fairness at all times. Members must not act in a manner that is either unsafe, aggressive, offensive, abusive, harassing or otherwise unreasonably interferes with another player's enjoyment of pickleball play.

Part 3 – General Meetings of Members

- 3.1 A general meeting must be held at the time and place or electronically as the Board determines.
 - 3.1(a) If the Board determines that an electronic general meeting shall be held, the Board must:
 - a) Host the meeting at a location within British Columbia;
 - b) Voting at the meeting must occur by e-polling, show of hands, voting cards, proxies or in such other manner as the chair directs.

- 3.2 The Board, on the requisition of 10 percent or more of the voting members of the VRPA must convene a general meeting of the society without delay.
- 3.3 At a general meeting, the following business is ordinary business:
- a) adoption of rules of order;
 - b) consideration of any financial statements of the VRPA presented to the meeting;
 - c) consideration of the reports, if any, of the directors or auditor;
 - d) election or appointment of directors;
 - e) appointment of an auditor, if any;
 - f) business arising out of a report of the directors not requiring the passing of a special resolution.
- 3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.5 The following individual is entitled to preside as the 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.
- 3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.8 The quorum for the transaction of business at a general meeting is 10 percent or more of the voting members.
- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) In the case of meeting convened on the requisition of members, the meeting is terminated, and
 - b) In any other case, the meeting stands adjourned to the earliest possible time and date at a suitable location. If a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

- 3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business currently in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.11 The chair of a general meeting must, if so directed by the voting members at the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting, or of the business to be transacted at a continuation of an adjourned general meeting, unless that general meeting is adjourned for 30 days or more, in which case, notice of the continuation of the adjourned meeting must be given.
- 3.13 The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
 - b) determine that there is a quorum;
 - c) approve the agenda;
 - d) approve the minutes from the previous general meeting;
 - e) deal with unfinished business from the previous general meeting;
 - f) if the meeting is an annual general meeting,
 - i. Receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. Receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. Elect or appoint directors, and
 - iv. Appoint an auditor, if any;
 - g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - h) terminate the meeting.

Part 4 - Voting by Members

- 4.1 All resolutions proposed at a general meeting must be seconded, and the chair of a general meeting may propose a resolution.
- 4.2 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members. If the chair of the meeting directs, or at least 2 members request, a vote by secret ballot, voting must be by secret ballot.

- 4.3 Bylaw changes and borrowing power above \$5,000 must be decided by a 2/3 majority vote of the voting members present at the meeting. All other motions, unless otherwise stipulated in these Bylaws must be decided by a simple majority of 50 percent plus one of the voting members present at the meeting.
- 4.4 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting
- 4.5 Voting by proxy is permitted.

Part 5 – Directors

- 5.1 The VRPA must have no fewer than 3 and no more than 7 elected directors.
- 5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 5.3 The Board may, at any time, appoint a voting member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 5.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office for that individual whose departure from office created the vacancy.
- 5.5 If at any time, the Board determines that there is insufficient local community representation on the Board, it may appoint up to 3 additional voting members as directors.
- 5.6 A director appointed by the Board under Bylaw 5.5 is not eligible to be elected an officer of the VRPA and ceases to be a director on the date of the next Annual General Meeting unless elected at that time.

Part 6 – Directors' Meetings

- 6.1 The directors may regulate their meetings and proceedings as they deem fit.
- 6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 6.3 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.
- 6.4 Quorum for the transaction of business at a director's meeting is a majority of the directors.

- 6.5 The directors may appoint special committees as needed. These may include, but not be limited to, committees such as tournaments, communications, social events, and rules.
- 6.6 The directors may meet at the time and place or electronically as they determine.

Part 7 – Board Positions

- 7.1 The elected officers of the VRPA shall be: President, Vice-President, Secretary, Treasurer, plus three Directors. Any member in good standing is eligible to run for these positions. The unelected officer of the VRPA shall be the Past-President.
- 7.2 The initial Board of Directors will be comprised of 4 positions of 2-year terms, and 3 positions of 1 year so that they expire in alternate years. Terms will run from September through August.
- 7.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- 7.5 The past-president is a voluntary unelected member of the Board and is responsible for such duties as the Board may assign.
- 7.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - a) issuing notices of general meetings and directors' meetings;
 - b) taking minutes of general meetings and directors' meetings;
 - c) keeping the records of the VRPA in accordance with the Act;
 - d) conducting the correspondence of the Board;
 - e) filing the annual report of the VRPA and making any other filings with the registrar under the Act;
 - f) maintaining the Register of Members.
- 7.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 7.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - a) receiving and banking monies collected from the members or other sources;
 - b) keeping accounting records in respect of the Society's financial transactions;
 - c) preparing the Society's financial statements;
 - d) filing the Society's tax returns, if necessary.

- 7.9 The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- 7.10 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Borrowing

- 8.1 The directors may not, on behalf of the VRPA, borrow funds in excess of \$5,000 unless authorized by a 2/3 majority vote of the voting members present at a General Meeting.

Part 9 – Remuneration of Directors and Signing Authority

- 9.1 These Bylaws do not permit the VRPA to pay a director remuneration for being a director, but the VRPA may, subject to the Act, pay remuneration to a director for services provided by the Director to the VRPA in another capacity.
- 9.2 A contract or other record to be signed by the VRPA must be signed on behalf of the VRPA
- a) by the president, together with one other director,
 - b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the VRPA.
- 9.3 A cheque to be signed by the Society must be signed on behalf of the VRPA by any two of the treasurer, president and vice-president or by any one of the treasurer, president and vice-president and by any other director.

Part 10 – Additional Expenses

- 10.1 The initiation fee and annual dues do not include the cost of rental for games or activities scheduled by the VRPA, nor does it include any VRPA tournaments that may be scheduled.
- 10.2 Any fees associated with activities or tournaments will be assessed on a cost basis and paid by the participating members.
- 10.3 The members may agree at a general meeting to further assessments such as rental fees, insurance premiums, and equipment.

Part 11 - Fiscal Year

- 11.1 The fiscal year of the VRPA shall start on the 1st day of January and end the 31th day of December. Annual dues, when paid in full will be valid for this period.
- 11.2 There shall be a review of the VRPA finances each year. The directors shall decide the nature and extent of the review.

Part 12 - Amendments

- 12.1 The Bylaws shall be amended by a 2/3 majority vote of the voting members in attendance at a general meeting.

Part 13 – Notice to Members

- 13.1 Notice may be given to a member by email as per the email address on the Register of Members.
- 13.2 Notice by email shall be deemed to have been sent on the date shown on the email.
- 13.3 Notice of a general meeting shall be given to every member in good standing.

Part 14 – Dissolution

- 14.1 On dissolution of the VRPA, any money and property remaining, after all debts and liabilities are paid, shall be distributed among the members in good standing.
- 14.2 On dissolution of the VRPA, and before any distribution under clause 14.1, any property loaned to the VRPA shall be returned to the lender.