

MISSISSAUGA PICKLEBALL

Constitution

A by-law (hereinafter called the "Constitution") relating generally to the conduct of the affairs of Mississauga Pickleball.

ARTICLE I – NAME

This organization shall be known as Mississauga Pickleball.

ARTICLE II –MISSION STATEMENT AND OBJECTIVES

- 2.1 Mississauga Pickleball has been established to implement the following mission:
"To foster, teach and promote pickleball to seniors, adults, and youth, at all skill levels, in a safe and healthy environment within the City of Mississauga."
- 2.2 To achieve this Mission Statement, the objectives of Mississauga Pickleball are as follows:
 - a) To develop community spirit and encourage sportsmanship and good fellowship among all participants to the betterment of their physical and social well-being.
 - b) To develop, organize and promote a pickleball league, competitions or tournaments and the granting of prizes awards or distinctions (as applicable) within the City of Mississauga.
 - c) To work with the City to ensure maximum adequate playing accommodations both indoor and outdoors.
 - d) To ensure that the finances of Mississauga Pickleball resulting from the collection of registration, fees, sponsorships, grants, and other revenue sources, are sufficient to cover and pay for the operating expenses of Mississauga Pickleball and that they are sufficient to provide the programs and services offered to members. The funding for special projects, other than those necessary to ensure self-sufficiency, shall not be assessed as a mandatory part of, or supplement to, the general registration fees. The financial resources are to be administered by elected un-paid volunteers.
 - e) Other complementary purposes consistent with growing the sport of pickleball.

ARTICLE III – MEMBERSHIP

- 3.1 A member of Mississauga Pickleball is a person who submits an application form and membership fee, as applicable and who is duly registered with Mississauga Pickleball on or, before the Annual General Meeting for voting purposes and who agrees to abide by its rules. Membership, except for Honorary Life Membership is on an annual basis and expires on December 31st each year.
- 3.2 Members shall pay such annual membership or registration fee and program fee as determined by the Board of Directors from time to time. The Board will determine the fees for all membership types before January 1st each year and determine any discounts, if any, to be provided to certain groups.
- 3.3 The Board of Directors may, at its sole discretion, create different membership categories based on the following outlines:
 - a) Adult Membership - "Adult Member" means a person who has become a member of Mississauga Pickleball as outlined in Article 3.1 and who is 18 years of age or older as at January 1st for each membership year.

b) Junior Membership - "Junior Member" means a person who has become a member of Mississauga Pickleball as outlined in Article 3.1 and who has not had an 18th birthday on or before January 1st for each membership year. Provisions may be made for an exceptional Junior to participate in adult programs, by resolution passed by the Board. Such a Junior will still pay Junior fees.

c) Family Membership - "Family Member" means a couple (2 adults) and up to 3 children (under 18 years of age) who live in the same household and who share a membership.

d) Honorary Membership – "Honorary Member" means a person who has been granted membership in Mississauga Pickleball without payment of fees by resolution passed by the Board.

e) Honorary Life Membership – "Honorary Life Member" means a person who has been granted a lifetime membership in Mississauga Pickleball without payment of fees by resolution passed by the Board. Honorary Life Membership can be granted to a person who has served on the Board for at least 8 years. A person may apply for, or be nominated for, Life Membership by specifying the details required under the above criteria.

f) Special Membership - "Special Member" will include those adults who join for a special purpose as deemed by the Board of Directors. This may include but is not limited to members of other Not For Profit groups to assist in well being activities and to promote Pickleball within these groups. Special members will have no voting rights and the length of membership will be determined by the special purpose as defined by the Board.

3.4 Members of Mississauga Pickleball shall have the following rights (with the exception of Special Members)

a) The right to attend any annual general or special meeting of the membership and to speak and propose motions, to nominate candidates, or be nominated as a candidate for any Director or Board position, to vote on motions, resolutions, or election of Directors or Officers (if eligible to vote), and to review all minutes of any meeting held by the Association during the current fiscal year.

b) Members must be in good standing and be present in person or via authorized electronic means when in person meetings are unavailable (no proxies) to be eligible to vote at any Annual General or Special Meeting. Voting members must be 18 years of age or older.

c) The right to participate in all of Mississauga Pickleball programs and activities.

d) All communication between members and Mississauga Pickleball shall be exchanged electronically using a valid email address provided by the member. It is the responsibility of the member to notify Mississauga Pickleball of any changes in email address, residential address and phone number. The residential address is required to complete the Mississauga Pickleball annual returns with the City of Mississauga and other related parties. Members acknowledges that their data may be shared with the City of Mississauga and give explicit permission to do so.

3.4 Termination of Membership

a) The interest of a member of Mississauga Pickleball is not transferable and lapses and ceases to exist upon death or when a person ceases to be a member by resignation or otherwise in accordance with the Mississauga Pickleball Constitution.

b) Any member may resign their membership upon informing the Membership Director. Membership fees are not refundable except under special circumstances at the discretion of the Board of Directors.

c) Any member who fails to comply with the constitution of Mississauga Pickleball, its Code of Conduct, Confidentiality Policy, or any rules of Mississauga Pickleball may, at the discretion of the Board of Directors, be suspended from membership. Such suspension may be permanent or for a prescribed period only and on such terms as the Board of Directors shall determine. In the event of such suspension no refund of fees already paid shall be made.

d) Suspension of members from membership in Mississauga Pickleball under (c) shall be by resolution of the Board of Directors. Notice of suspension shall be in writing and mailed to the last known address of the member being suspended. Suspension of a member shall take effect seven days from the date of mailing of the Notice of Suspension.

ARTICLE IV – OFFICERS

4.1 Board of Directors

The Board of Directors shall manage the affairs of Mississauga Pickleball within the terms of the Constitution. The Board of Directors shall consist of a minimum of 5 members. Elected positions will consist of:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Membership Director

4.2 Qualification of Officers

Every Officer shall be 18 or more years of age and shall be a fully paid up current member of Mississauga Pickleball at the time of elections. In the event an Officer or member has been suspended or terminated by the Board of Directors, the suspended or terminated individual will be ineligible to hold a Board office in the future.

4.3 Nomination of Officers

Candidates for office may be nominated by other adult members in good standing, or they may volunteer to run for a position.

4.4 Election of Officers

a) The officers' term of office shall be from the date of the Meeting at which they are elected or appointed until the next Annual General Meeting or until their successors are elected or appointed. The election of Officers shall take place each year at the Annual General Meeting. The entire Board of Directors shall retire at the next Annual General Meeting at which officers are to be elected but subject to the provisions of this Constitution, shall be eligible for re-election. Retiring officers shall continue in office until their successors have been duly elected or appointed.

b) The Chairperson of the meeting shall conduct the election of officers. The Chairperson is not entitled to vote, except for a tie-break as described below.

c) Two scrutineers shall be appointed by the Chairperson to assist in conducting the election. The scrutineers shall be entitled to vote.

d) Each candidate shall stand for election for a specific office and, upon election to that office shall also de facto be a member of the Board of Directors. All fully paid-up adult members of Mississauga Pickleball shall be entitled to vote.

e) Voting shall be by secret ballot and the candidate receiving the highest number of votes for each office shall be elected. In the event of a tie vote between all candidates running, the Chairperson shall then cast the deciding or tie-breaking vote. In the event of a tie vote between

some of the candidates but not all of the candidates, a second run-off ballot shall be taken with only those candidates involved in the tie vote standing for election. If after the second ballot a tie still exists, the Chairperson of the meeting shall then cast the deciding or tie-breaking vote.

f) Where in person Annual General Meetings are not possible the Board may establish rules for voting by electronic means, including by internet voting for members entitled to vote. These rules must provide for reasonable access to voting and to the confidentiality and security of such voting process.

g) Members shall only hold one office at a time. However, in the event of a position remaining vacant after elections have been held, such position(s) will be assumed by the new Board until such time as a suitable candidate can be found amongst the qualified members of Mississauga Pickleball. The Board shall, as long as there is a quorum of officers then in office, fill any vacancy on the Board from among the qualified members of Mississauga Pickleball and any officer appointed or elected to fill any such vacancy shall hold office for the unexpired term of the vacating Officer.

4.5 Conflict of Interest

Members of the Board must represent non-conflicted loyalty to Mississauga Pickleball.

Members of the Board will not participate in discussion or decision making about any matter that may directly or indirectly benefit either themselves or someone with whom they have a close personal or business relationship. Instead, the member will leave the room when the specific agenda item is being discussed. Following completion of the discussion of that agenda item, by the Board, the member may return. The Board will not discuss that agenda item with the member who has disclosed a conflict, either during or outside the meeting or before or after the meeting. Failure to disclose a conflict of interest to the Board may be grounds for dismissal from the Board of Directors.

4.6 Removal of Officers

a) The Board of Directors may by resolution passed by at least 2/3 of the votes cast at a Board Meeting of which notice specifying the intention to pass such resolution has been duly given, remove any officer before the expiration of their term of office and may by a majority of the votes cast at such meeting elect any member for the remainder of the term. The individual in question must be provided the opportunity to provide relevant information in their own defense.

b) The membership may by resolution passed by at least 2/3 of the votes cast at the Annual General or Special Meeting of which notice specifying the intention to pass such resolution has been duly given, remove any officer before the expiration of their term of office and may by a majority of the votes cast at such meeting elect any member for the remainder of the term. The individual(s) in question must be provided the opportunity to provide relevant information in their own defense.

4.7 Remuneration of Officers

Officers of Mississauga Pickleball shall serve without remuneration and no Officer shall directly or indirectly receive any profit from their position. However, and as approved by the Board, they may be paid reasonable expenses incurred in the performance of their duties.

4.8 Meetings of Officers

a) Meetings of the Board of Directors may be held at any location. The President or Vice-President or any three members of the Board may call a meeting of officers at any time and the Secretary shall convene such a meeting of the officers.

b) Notice of the meeting of Officers shall be distributed to each Officer not less than two days (exclusive of the day on which notice is given) before the meeting is to take place; provided always, that meetings of the Board may be held at any time without formal notice.

c) A minimum of four meetings of the Board of Directors shall be held during the year. No business shall be transacted at any meeting of the Board unless there is a quorum of officers present, such quorum to include either the President or Vice-President, and at least 2 additional Board members.

d) The President, or in his/her absence, the Vice-President, shall be Chairman of the meetings. Alternatively, the Officers present shall elect one of those Officers present as Chairman of the meeting by majority vote.

e) Questions arising at any meeting of the Board shall be decided by a majority of votes for those present at the meeting. In the case of a tie-vote, the President or in his/her absence the Vice President in addition to his/her original vote shall have a second or tie-breaking vote.

4.9 Indemnities to Officers and Others

Every Officer of Mississauga Pickleball or other person who has undertaken or is about to undertake any liability on behalf of Mississauga Pickleball and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of Mississauga Pickleball from and against:

a) All costs, charges, and expenses whatsoever which such Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted done by them, in or about the execution of the duties of their office;

b) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

4.10 For the Protection of the Officers

a) No Officer of Mississauga Pickleball shall be liable for the acts, receipts, neglects, or default of any other Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to Mississauga Pickleball through the insufficiency or deficiency of title to any property acquired by Mississauga Pickleball or for or on behalf of Mississauga Pickleball or for the tortuous act of any person, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their wrongful and willful neglect or default.

b) Officers of Mississauga Pickleball shall not be under any duty or responsibility in respect of any contract, act, or transaction, whether or not made, done, or entered into in the name or on behalf of Mississauga Pickleball, except such as shall have been submitted to and authorized or approved by the Board. If any officer of Mississauga Pickleball shall be employed by or shall perform services for Mississauga Pickleball otherwise than as an Officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or performs services for Mississauga Pickleball, the fact of their being an Officer of Mississauga Pickleball shall not disentitle such Officer or such firm or company as the case may be, from receiving proper remuneration for such services.

4.11 Roles of Officers

The Officers of Mississauga Pickleball and their roles shall be as follows:

President

The President shall act as the Chairperson of the Board and the other members shall report to the President in connection with their respective duties and responsibilities within Mississauga Pickleball. The Board shall have the power and authority to manage and administer the business and affairs, subject to the limitations and restrictions contained in this Constitution and the By-

Laws of Mississauga Pickleball. The President or his/her designate shall act as the Chairperson for the Annual General Meeting or any Special Meeting as required.

Vice-President

The responsibilities of the Vice President shall include, acting for the President in his/her absence and any duties approved by the Board of Directors. The Vice President will provide support and guidance to the President to execute the mission and objectives of Mississauga Pickleball.

Secretary

The Secretary or designate shall attend all meetings of the Board and the members and act as Secretary there and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary organizes meetings and sends out agendas a minimum of two days in advance.

Treasurer

The Treasurer is responsible for the Mississauga Pickleball book of accounts and to ensure that all financial transactions are recorded and supported by the appropriate documentation, prepare Mississauga Pickleball's annual financial statements for presentation at the Annual General Meetings, and any duties approved by the Board.

Membership Director

To ensure renewal of existing memberships and assist in obtaining new members. To maintain accurate, up-to-date records of Mississauga Pickleball membership. To assist the Secretary in keeping members aware of Mississauga Pickleball activities and news and scheduled events. The Membership Director shall issue receipts, if requested by the member, on payment of dues and shall remit all monies received together with a general accounting of same to the Treasurer regularly.

4.12 Committees

The Board may from time to time constitute such committees, as it deems necessary to assist the Officers in carrying out the affairs of Mississauga Pickleball and shall prescribe the duties of any such committees.

ARTICLE V – THE ANNUAL GENERAL MEETING

- 5.1 The Annual General Meeting of Mississauga Pickleball shall be held each year on such date, as may be approved by the Board of Directors.
- 5.2 The Board of Directors shall schedule the Annual General Meeting and issue a notice of the Annual General Meeting to all members at least thirty (30) days prior to the scheduled date of the meeting. Notice of the Annual General Meeting shall indicate the date, time and location (or virtual location) of the meeting as determined by the Board. Notice shall be made not less than thirty (30) days and not more than sixty (60) days before the meeting. All notices shall only be provided electronically via a valid email address. It is the responsibility of the member to ensure their email address is current with Mississauga Pickleball.
- 5.3 The Constitution of Mississauga Pickleball may be amended by a vote of two-thirds majority of those members attending the Annual General Meeting or at any Special Meeting of the members duly called as per Article 4.
- 5.4 The order of business at the Annual General Meeting, shall be as follows:
 - 1. Call the meeting to order
 - 2. Confirm the number of voting members present and confirm a quorum is present
 - 3. Welcome of guests, life, honorary members & affiliated organization representatives
 - 4. Approval of the Agenda
 - 5. Reading & approval of the minutes of the last Annual General Meeting

7. Business arising from the minutes
 8. Reading and acceptance of the financial reports
 9. Reading and acceptance of the reports of the Board and Committees
 10. Amendments to the Constitution
 11. Nomination and election of the Board of Directors
 12. Notice of motions
 13. New business
 14. Adjournment of Annual General Meeting
- 5.5 Fifteen voting members or 15% of the voting membership, whichever is less, shall form a quorum at all Annual or Special General Meetings of Mississauga Pickleball. Any motion shall be decided by a majority of the votes unless otherwise required by this Constitution or by the By-Laws of Mississauga Pickleball.
- 5.6 The Secretary shall record the names of all Members attending an Annual or Special General Meeting of the membership and the number of votes that any member is entitled to vote as set forth in Article III above.
- 5.7 Any member in good standing may speak to any matter referred to in the Order of Business or may propose a motion for consideration by the general membership.
- 5.8 The incoming or re-elected President shall be responsible for calling the first meeting of the new Board of Directors following the Annual General Meeting.
- 5.9 All members as defined above may vote at the Annual General or Special General Meetings of Mississauga Pickleball subject to the restrictions and limitations set forth above Article III.

ARTICLE VI - SPECIAL MEETINGS

- 6.1 Special Meetings of the membership of Mississauga Pickleball may be held in accordance with the following terms and conditions:
- a) A Special Meeting may be called by resolution of the Board or at the request of two-thirds of voting members in good standing.
 - b) Notice of such meeting must be given by the Board to the membership of Mississauga Pickleball in the same manner as notice for the Annual General Meeting save and except that such notice shall be issued not less than ten (10) business days prior to such meeting.
 - c) Notice of a Special Meeting shall indicate the date, time and location of the meeting and the purpose and objectives for which the Special Meeting was called, including sufficient information to allow a member to make a reasoned decision whether to attend the meeting.
 - d) A quorum for a Special Meeting shall be the lesser of fifteen members or 15% of members entitled to vote at a Special Meeting of Mississauga Pickleball.
 - e) Voting rights for a Special Meeting shall be the same as provided in Article III hereof.
 - f) Members must be in good standing and present in person (or virtual location) to be eligible to vote and no members shall be entitled to vote by proxy at a Special Meeting of Mississauga Pickleball.

ARTICLE VII – GENERAL

- 7.1 Nominations Officer
The outgoing Board of Directors shall be responsible for appointing a Nominations Officer whose duties shall include:

a) To receive written nominations for any vacancies in the Mississauga Pickleball Board of Directors for the following year, no later than fourteen (14) days prior to the Annual General Meeting.

b) To verify the acceptance of these nominees.

c) To prepare a list of all nominees for positions in the "incoming" Board of Directors.

d) If no nominations are received by the Nominations Officer during the period provided above, then nominations may be accepted from the floor during the Annual General Meeting of Mississauga Pickleball.

7.2 Signing Officers

Mississauga Pickleball signing officers may include the President, Vice President, Treasurer and Secretary. In the event that one of the aforementioned are unavailable an additional member of the Board can be added by resolution of the Board of Directors. Signing officers may not be related.

7.3 Banking Arrangements

A bank account for Mississauga Pickleball shall be kept at a chartered bank as the Board may approve by resolution. All accounts of Mississauga Pickleball shall be paid by cheque, or by approved online payment where written acceptance by at least two Board members has taken place.

7.4 Execution of Contracts and Financial Commitments

Mississauga Pickleball can only enter into contracts with the prior approval from the Board, as outlined in the Constitution. All Officers shall obtain prior agreement of the Board prior to making any contractual or financial commitment on behalf of Mississauga Pickleball.

7.5 Constitution Notice

Every member of Mississauga Pickleball shall be entitled to receive a copy of the Constitution of Mississauga Pickleball on request. Mississauga Pickleball will adhere to the Ontario Human Rights Code and make its membership available to all Mississauga residents on a first come, first served basis without restriction.

ARTICLE VIII – Dissolution

8.1 Assets remaining after settling Mississauga Pickleball liabilities are to be donated to a charitable organization authorized by the Board of Directors.

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