



SPECIAL RESOLUTION

FILED 104
DEC 18 2025
Registrar of Corporations
Province of Alberta

I here by certify that the following Special Resolution was passed at a meeting of the members of the Pickleball Alberta Organization (Access Number: 5019729085) on October 21, 2025.

The by-laws were changed as follows:

- The existing by-laws are repealed and are replaced by the attached by-laws.

Date: December 16, 2025

Signature: 

Printed Name: Charity Christianson

RECEIVED
DEC 18 2025
Corporate Registry

Title: President



PICKLEBALL ALBERTA ORGANIZATION

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct and affairs of Pickleball Alberta Organization (hereinafter, the “Society”).

1.2 Definitions – The headings used throughout these By-laws shall not affect the construction hereof and are for convenience only. In these By-laws, unless context otherwise requires, expressions defined in the Act or any statutory amendment or modification thereof shall have the meaning so defined, and:

- a) “Act” means the *Societies Act*, R.S.A. 2000, c S-14 of the Province of Alberta, as amended from time to time, and any legislation that may be substituted therefore;
- b) “Annual General Meeting” is a General Meeting of Members held once a calendar year as described in Section 3.1;
- c) “Auditor” means an individual, partnership, or Society appointed by the Members at the Annual General Meeting to review the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act;
- d) “Board”, “Board of Directors” and “Directors” means the Directors of the Society;
- e) “By-laws” means these by-laws of the Society as amended from time to time;
- f) “days” means days including weekends and holidays;
- g) “Director” means an individual elected or appointed to serve on the Board pursuant to these By-laws;
- h) “General Meeting” has the meaning set out in Section 3.2;
- i) “Good Standing” has the meaning set out in Section 2.17;
- j) “in writing” or “written” means both hard copy and electronic communication and any other modes of representing or reproducing words in visible form determined appropriate by the Board;
- k) “Member” has the meaning set out in Section 2.1;
- l) “Officer” means an individual elected or appointed to serve as an Officer of the Society listed in Section 6.1;
- m) “Ordinary Resolution” means a resolution passed by a majority of the votes cast by the Members present at the meeting on that resolution or consented to by all Members entitled to vote on that resolution;
- n) “Registered Office” means the office as described in Section 1.3;
- o) “Registrar of Societies” means the Registrar of Societies or a Deputy Registrar of Societies appointed under section 263 of the *Business Society Act* (Alberta).
- p) “Special Meeting” has the meaning set out in Section 4.2;
- q) “Special Resolution” means:
 - i. a resolution passed by no less than three-fourths (3/4) or 75% of the votes cast at a meeting of Members for which at least twenty-one (21) days’ notice has been given specifying the intention of the resolution; or
 - ii. a resolution proposed and passed as a special resolution at a meeting of Members of which no less than twenty-one (21) days’ notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
 - iii. a resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.
- r) “Society” has the meaning set out in Section 1.1;
- s) “Unique Participant (Athletes)” – means a Participant registered with a Club Member as an Athlete who has designated the Club Member as their home club, if the Participant is registered with more than one Club Member.

1.3 Registered Office – The registered office of the Society will be located within the Province of Alberta. The Registrar of Societies shall be notified of any change in location of the head office in accordance with the Act.

1.4 **Seal of the Society** – The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Secretary.

1.5 **No Gain for Members** – The Society will be carried on without the purpose of gain for its Members. Any profits or other accretions to the Society will be used in promoting the Society’s objects.

1.6 **Ruling on By-laws** – Except as provided in the *Act*, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.7 **Conduct of Meetings** – Unless otherwise specified in these By-laws or policies of the Society, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 **Interpretation** – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 **Categories** – The Society has the following category of Members:

- a) **Club Member** – An organized pickleball club within Alberta that runs pickleball programs, meets the conditions required for membership by the Society listed herein and the Society’s Membership Policy, and consists of at least ten (10) Unique Participants (Athletes).
- b) **Director Member** – Any individual holding a position as a Director of the Society.

2.2 **Registration** – Each category of Member must register with the Society and agree to abide by the Society’s By-laws, policies, procedures, rules and regulations.

Authority of Members

2.3 **Membership Authority** – The Members of the Society will have the following powers:

- a) to appoint the Auditor
- b) to amend the By-laws
- c) to elect Directors; and
- d) as provided in the *Act* and in these By-laws

Admission and Renewal of Members

2.4 **Admission and Renewal of Members** – Excluding Director Members who are members by virtue of being a Director, any candidate for Club Membership will be admitted or renewed as a Club Member if:

- a) the candidate member makes an application for membership in a manner prescribed by the Society;
- b) the candidate member was previously a Member, the candidate member was a Member in Good Standing when the candidate ceased to be a Member;
- c) the candidate member has paid fees as prescribed by the Board, if any;
- d) the candidate member agrees to uphold and comply with the Society’s governing documents;
- e) the candidate member meets any other condition of membership determined by the Board and the Society’s Membership Policy;
- f) the candidate member has met the applicable definition listed in Section 2.1; and
- g) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Unless otherwise determined by the Board, membership with the Society begins as described below and ends as described below or when the Member resigns or is terminated from membership:

- a) Club Member – begins on the date the Board accepts the member’s registration and ends on a date determined by the Board common to all Club Members.
- b) Director Member – begins on the date the individual becomes a Director of the Society and ends on the date when the individual is no longer a Director.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Compliance, Transfer, Withdraw, Suspension and Termination of Membership

2.8 Policy Compliance – As a condition of membership, a Member must comply with the Society’s policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society’s policies and procedures may result in discipline, or suspension or termination of membership.

2.9 Transfer – Membership in the Society is non-transferable.

2.10 Withdraw – Any Member wishing to withdraw from membership may do so upon a notice in writing to the Society. The withdrawal becomes effective the day that the Board accepts the withdrawal. The withdrawing Member has no rights or privileges effective the day following the date the withdrawal application is accepted by the Board. A withdrawing Member has no continuing obligations to the Society, except for existing debts to the Society.

2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.12 Effects of Suspension – A suspended Member is not in Good Standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to Good Standing.

2.13 Termination – Membership in the Society will terminate immediately upon:

- a) the expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) the Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws and the Society’s Membership Policy;
- c) resignation by the Member by giving written notice to the Society;
- d) dissolution of the Society;
- e) a decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society’s policies;
- f) the Member’s death in the case of a Director Member or dissolution in the case of a Club Member, as applicable; or
- g) by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.14 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.15 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.16 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or Bylaws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

2.17 Definition – A Member will be in Good Standing provided that the Member:

- a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) has completed and remitted all documents as required by the Society;
- c) has complied with the By-laws, policies, and rules of the Society;
- d) is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) has paid all required membership fees, if any.

2.18 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in Good Standing may be entitled to the following privileges:

- a) to attend, participate, and vote at meetings of the Members;
- b) to participate in the Society’s activities; and
- c) to participate in other events associated with the Society.

2.19 Cease to be in Good Standing – Members that cease to be in Good Standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of Good Standing.

ARTICLE III PARTICIPANTS

3.1 Participants – The Society has the following categories of Participants, who are not necessarily Members, who are registered with or volunteer with the Society in a formal capacity and pay fees as determined by the Board (or, if the Participant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Participant):

- a) Administrator - An individual who acts as an administrator with a Club Member or the Society.
- b) Athlete – An individual who participates with a Club Member or the Society as an athlete.
- c) Coach – An individual who participates with a Club Member or the Society as a coach, instructor or trainer.
- d) Official – An individual who participates with a Club Member or the Society as an official or referee.
- e) Volunteer – An individual who provides volunteer services to a Club Member or the Society.

Term

3.2 Year – Unless otherwise determined by the Board, the term of a Participant begins on the date the Board accepts the Participant and ends on December 31st or when the Participant resigns or is terminated from registration.

Fees

3.3 Fees – Participant fees will be determined annually by the Board.

3.4 Deadline – Participants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Participant in default will automatically cease to be a Participant with the Society.

Discipline

3.5 Discipline – A Participant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Participants.

3.6 May Not Resign – A Participant may not resign from the Society if the Participant is subject to disciplinary investigation or action.

Status

3.7 Expulsion and Resignation – A Participant ceases to be a Participant if:

- a) The Participant fails to maintain any of the qualifications or conditions of being a Participant described in Section 3.1;
- b) The Participant resigns from the Society by giving written notice to the Society in which case the resignation becomes effective on the date specified in the resignation. The Participant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) The Participant fails to pay fees owed to the Society by the deadline dates prescribed in Section 3.4;
- d) The Participant fails to comply with Society's registration policies or applicable policies;
- e) The Participant's term of registration expires; or
- f) The Society is liquidated.

Good Standing

3.8 Definition – A Participant with the Society will be in good standing provided that the Participant:

- a) Has not ceased to be a Participant;
- b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed by the Society, Pickleball Canada, Canadian Centre for Ethics in Sport (CCES) or other related governing body;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, Pickleball Canada, the CCES or any other related governing body, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required fees to the Society.

3.9 Cease to be in Good Standing – Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Participant has met the definition of good standing.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual General Meeting – The Society will hold annual meetings of members on a date of each calendar year at a time and place determined by the Board within the Province of Alberta. Upon request, any member will

be provided with a copy of the approved financial statements and auditor's report (if any) not less than ten (10) days before the annual meeting. At the Annual General Meeting the Board shall present the financial statements setting out the Society's income, disbursements, assets and liabilities.

4.2 Special Meeting of Members – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten (10) Members or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.3 Agenda – The Annual General Meeting may deal with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the President's report;
- d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e) appointing the auditor(s);
- f) electing the Members of the Board;
- g) considering matters specified in the meeting notice;
- h) other specific motions that any Member has given notice of before the meeting was called.

4.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.5 Notice – Written or electronic notice of the date, time and place of the Annual General Meeting will be given to all Members in Good Standing, Directors, and the Auditor (if appointed) at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

4.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

4.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

4.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the anniversary date of the last Annual Meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual General Meeting.

4.9 Quorum – Fifteen (15) of the Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

4.10 Failure to Reach Quorum – The President cancels the meetings of the Members if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

4.12 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.13 Attendance – The only persons entitled to attend a meeting of the Members are Delegates representing Members, the Directors, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

4.14 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person.

Voting at Meetings of Members

4.15 Voting Rights – Members in Good Standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Club Members have one vote each, to be exercised by the Member's appointed Delegate.
- b) Director Members have one vote each.

4.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

4.17 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least eighteen (18) years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote.

4.18 Proxy Voting – Proxy voting is not permitted.

4.19 Voting by Mail or Electronic Means – A Member may vote by telephonic or electronic means if the:

- a) Society has made available a procedure that permits voting by mail, telephonic, or electronic means; and
- b) votes may be verified as having been made by the Member entitled to vote.

4.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.21 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE V GOVERNANCE

Composition of the Board

5.1 Directors – The Board will consist of nine (9) Directors.

Eligibility of Directors

5.2 Eligibility – To be eligible to serve as a Director, an individual must:

- a) be eighteen (18) years of age or older;
- b) have the power under law to contract;
- c) have not been declared incapable by a court in Canada or in another country; and
- d) not have the status of bankrupt.

5.3 Eligibility – No more than three (3) Directors will be an owner, employee or contractor of a for-profit Club Member.

Election of Directors

5.4 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

5.5 Nomination – Any nomination of an individual for election as a Director will:

- a) include the written consent of the nominee by signed or electronic signature;
- b) comply with the procedures established by the Nominations Committee (if appointed); and
- c) be submitted to the Registered Office of the Society ten (10) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

5.6 Nominations from the Floor – An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

5.7 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

5.8 Election – The Directors will be elected at each Annual General Meeting. A person elected or appointed a Director becomes a Director if they were present at the meeting when being elected or appointed, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the election or appointment.

5.9 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

5.10 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

5.11 Terms – Directors will serve terms of two (2) years, to a maximum of three (3) consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Resignation and Removal of Directors

5.12 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.13 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) resigns;
- b) is removed from office;
- c) is found by a court to be incapable;
- d) becomes bankrupt; or
- e) dies.

5.14 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

5.15 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

5.16 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

5.17 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

5.18 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior

to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

5.19 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

5.20 Number of Meetings – The Board will hold at least four (4) meetings per year.

5.21 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

5.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

5.23 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

5.24 Written Resolutions – A resolution in writing (including e-mail) signed/executed by all the Directors is as valid as if it had been passed at a meeting of the Board.

5.25 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.26 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

5.27 Standard of Care – Every Director will:

- a) act honestly and in good faith with a view to the best interests of the Society; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

5.28 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

5.29 Empowered – The Board is empowered, including but not limited to:

- a) make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;
- b) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

- d) employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) determine registration procedures, determine membership fees, and determine other registration requirements;
- f) enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;
- g) make expenditures for the purpose of furthering the objects and purposes of the Society;
- h) invest funds for the purpose of furthering the objects and purposes of the Society;
- i) manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
- j) borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- k) perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE VI OFFICERS

6.1 Composition – The Officers will be the President, Vice President, Secretary, and Treasurer.

6.2 Term – The term of the Officers will be at least one (1) year, up until the balance of the Director's term, or until they or their successors are elected or appointed.

6.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

6.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

6.5 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual General Meeting and Special Meetings of Members and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept and filed, as necessary, with the Corporate Registry, cause to be recorded the minutes of all meetings, will keep the registry of Members of the Society, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.

- d) The Treasurer will, subject to the powers and duties of the Board, ensure all financial and corporate returns required by the Act are filed and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

6.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

6.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.

6.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.3 President Ex-officio – The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

7.4 Debts – No committee will have the authority to incur debts in the name of the Society.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be January 1st to December 31st.

8.2 Bank – The banking business of the Society will be conducted at such financial institutions as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members will appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act once a year. The auditor will hold office until the next Annual Meeting.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual General Meeting. The Financial Statements will include:

- a) the financial statements;
- b) the auditor’s report; and
- c) any further information respecting the financial position of the Society.

8.5 Books and Records - The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept at the registered office of the Society. This includes maintaining a register of members containing their names, addresses, and dates of membership. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

8.6 Annual Return - The Society shall make an annual return to the Registrar, which shall include the address of the registered office, names and addresses of officers and directors, and the audited financial statement.

8.7 Borrowing Powers – For the purpose of carrying out the objects of the Society, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the By-laws of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Remuneration

8.8 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.9 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

9.2 Effective Date – By-law amendments are effective from the date they are registered with the Registrar.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to a non-for-profit organization with objects that are similar to those of the Society and which carry on their work solely in the province of Alberta. Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.

12.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) the individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on September 25, 2025.

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

Temporary - Bylaw #2
Phased Implementation Plan and Election of Directors

1. On September 25, 2025 at the Pickleball Alberta Annual Meeting, a motion for the approval of the new Bylaws and this Temporary Bylaw #2 (Phased Implementation Plan) will be placed before the voting Members.
2. Upon the approval of the motion to accept the new Bylaws and this Phased Implementation Plan, the new Bylaws will be implemented effective immediately except for the composition and elections of directors which will be implemented in accordance with this Phased Implementation Plan.
3. At the 2025 AGM:
 - a) The following Directors will cease to hold office:
 - i. Jill Groves (Richard)
 - ii. Charity Christianson
 - iii. Jeff Holm
 - iv. Andrew Gorman
 - v. Alison Ramsley
 - vi. Ilsa Wong
 - vii. Laura Spencer
 - viii. Garand Jones
 - b) The following Directors will hold office until the 2026 AGM:
 - i. Ken Dentzien
4. Elections will occur as follows at the 2025 Members Meeting:
 - i. Five (5) Directors – (2-year term)
 - ii. Three (3) Directors – (1-year term)
5. Elections will occur as follows at the 2026 Members Meeting:
 - a) Four (4) Directors – (2-year term)
6. All subsequent elections will proceed in accordance with the new Bylaws.