

Padel Association of Canada

By-Laws

Revision 2015-04

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Article 1: General

1.1 Name

The name of the Corporation shall be the Padel Association of Canada, hereinafter referred to as the Association.

1.2 Objectives

The Objectives of the Association are:

- a. To encourage and develop the widest participation and highest proficiency in padel in Canada;
- b. To coordinate and assist players, coaches, managers, trainers and officials in the pursuit of excellence in padel regionally, provincially, nationally and internationally;
- c. To establish and maintain player rankings in accordance to international norms;
- d. To promote the sport of padel in Canada through its members and to the public at large;
- e. To unify and coordinate the efforts of all players, coaches, managers, trainers and officials in Canada;
- f. Publish an official bulletin or publication;
- g. To improve the skill and technical knowledge of players, coaches, managers, trainers and officials in Canada;
- h. To establish official rules for padel and to standardize rules governing competitions and ensure they are properly applied;
- i. To provide all players, coaches, managers, trainers and officials and other representatives a voice in the Federación Internacional de Pádel (F.I.P.). The Association will be the sole representative of this body;
- j. To create and maintain research projects that will benefit all those interested in padel in Canada;
- k. To be a resource centre for the gathering, storing and distribution of literature, films, videos, research materials and other materials pertaining to padel collected from sources within Canada and abroad;
- l. To purchase, take on lease, hire or otherwise acquire and to hold lands or buildings or an interest therein in the furtherance of such objectives including the provision of a clubhouse or training centre and other conveniences for the members of the Association and others and to equip, furnish and maintain the same.

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1.3 Head Office

The office of the Association shall be in the City of Calgary, in the Province of Alberta.

1.4 Dissolution

In the event of dissolution or liquidation of the Association, all assets remaining after the payment of liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Board.

1.5 Non-Profit Organization

The Association is a non-profit organization which shall not make any distributions of assets or payments to its members, and all benefits and revenues will be used by the Association to promote its objectives.

1.6 Language

The official language of the Federación Internacional de Pádel is Spanish; as a result the official languages of the Association shall be primarily English and Spanish. French will also be used if required.

1.7 Affiliation

The Association may be an affiliated member of the Federación Internacional de Pádel (F.I.P.) and, as such, shall be the sole representative of Canadian padel to this body and other bodies affiliated with and recognized by F.I.P. The Association and its future membership hereby adopts and recognizes all rules, regulations, restrictions and interpretations as set out by F.I.P.

Article 2: Membership

2.1 Qualification

All persons residing in Canada, pursuing goals compatible with those of the Association and who shall have made an application approved by the Membership Committee of the Board, may become members, and thereby shall have access to the Association and all its programs and facilities.

2.2 Admission and Membership

Membership in the Association shall consist of any such persons whose applications have received the approval of the Membership Committee of the Board and who are not restricted pursuant to clause 2.4 and who shall have paid the annual membership fee.

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2.3 Application

Application for membership shall be made by the applicant in writing and must be approved by the Membership Committee of the Board, which approval shall not be unreasonably withheld.

2.4 Restrictions

- a. Membership lapses and ceases to exist when any member ceases to be a member by resignation, by failure to pay membership fees, annual dues or any other fees or dues payable by members, or otherwise in accordance with this By-Law.
- b. Membership can be transferred only back to the Association.

2.5 Fees

Fees shall consist of membership fees, annual dues, or any other fees or dues payable by members, if any, from time to time, as established by the Board. All such fees and dues become payable by a member as directed by the Board. The Board may, at its sole discretion by majority vote, waive any membership fee or annual dues, or any other fees or dues, or assessments payable by any member as the Board shall deem fit from time to time.

2.6 Affiliated Member Groups

Affiliated Member Groups shall consist of provincial associations, national associations, privileged member groups, corporations, companies, or any other units organized to promote padel which have met those requirements which may be established from time to time by the Board and who has received the approval of the Board.

2.7 Resignation and Suspension

- a. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.
- b. Any member may be required to resign by a vote of no less than two-thirds (2/3) of the voting members present at any general meeting of the Association duly called.
- c. Any member required to resign from the Association shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for which the resignation was required no longer exist. Any member who voluntarily resigns while in good standing shall automatically be considered for a re-admission to membership.
- d. Any member who is delinquent in payment of any financial obligation to the Association for three (3) months is automatically suspended from participation in any activities of the Association until the arrears are paid in full.

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- e. Any member who breaks any of the By-Laws or rules of the Association may be suspended by the majority vote of the Board for such time and on such terms as the Board shall deem fit under the circumstances.
- f. Rights of a member cease to exist on termination of membership.

Article 3: Board of Directors

3.1 Constitution of the Board

The Board of Directors, hereinafter referred to as the Board, shall consist of the Officers of the Association and other Directors as elected pursuant to Appendix "A" of this By-Law.

3.2 Powers and Duties of the Board

- a. The Board shall administer the property, activities, concerns and the general business and affairs of the Association and shall be responsible for all of the Association's financial affairs. The powers of the Board shall only be exercised by a resolution passed at a meeting of the Board at which a quorum was present when that resolution was passed.
- b. The Board shall plan and direct the activities of the Association.
- c. The Board may, for the Association in its name, appoint representatives and hire employees, if it determines it is in the best interests of the Association to do so, and these representatives or employees will derive their authority and will assume duties and responsibilities in accordance with the directions of the Board as determined at the time of the nomination or employment. The Board can fix the reasonable remuneration of employees.
- d. The Board may make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, option and other securities, lands, buildings or other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they deem advisable in accordance with the objects of the Association.
- e. The Board shall assume the function of representative of the public and to other diverse organizations not associated with the Association.
- f. The Board shall make rules for the government of the conduct and operation of the Association, prescribe rules for the admission of strangers to meeting of the Association and fix financial penalties not exceeding five dollars (\$5.00) for any breach of the rules.

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- g. It shall be the duty of the Board to audit the records and accounts of the Association upon request of a simple majority of the members present at any meeting of the Association.
- h. The Board shall have the right to appoint committees, to prescribe policies and rules to follow by all committees and to remove and replace committee members.
- i. The Board shall have the power to make such rules and regulations and authorize and perform such acts as may, from time to time, be required to provide for contingencies and circumstances not expressly covered by these By-Laws, so long as any such action is in pursuance of the objects of the Association and does not impair the Association's status as a non-profit charitable organization. Any such action, however, may be modified or revoked by a simple majority vote of the members present at a special general meeting of the Association called for the purpose.
- j. The Board shall have such other and further powers and duties as may be set forth in these By-Laws.

Article 4: Board Meetings

4.1 Meeting Location

Meetings shall be held at the National Office or some location within Canada, as the Board may, from time to time determine.

4.2 Annual General Meeting

The Annual General Meeting of the members shall be held annually no later than ninety (90) days following the end of the fiscal year, at the call of the President.

4.3 Board of Directors Meetings

Board meetings shall be held at least four (4) times annually, at the call of the President.

4.4 Meeting Procedures

- a. The Chairman may, with the consent of the voting members present at any meeting, adjourn the same from time to time and no notice of adjournment need be given to the members.
- b. A meeting by the Board may be called by the President or Executive or any three (3) Directors at any time and the Secretary-Treasurer thereupon shall give at least fourteen (14) days written notice of the meeting.
- c. Only those Directors whose memberships are in good standing may vote at meetings of the Association.

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- d. Each voting member shall be entitled to one (1) vote on each question arising at any meeting.
- e. A majority vote shall decide all general business questions, unless the Canada Not-for-Profit Corporations Act (hereinafter referred to as the Act) or these By-Laws otherwise provide.
- f. In the event of a tie in voting, the President shall cast the deciding vote.
- g. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- h. A special meeting may be called by the voting members if the request for such a meeting is made in writing and signed by at least 5% of the voting membership.
- i. Participation in Board and General Meetings by electronic means is permitted, with the exception that a meeting cannot be held entirely by electronic means.

4.5 Quorum

For any meeting of the Board, a Quorum shall consist of two-thirds (2/3) of the Directors.

Article 5: Officers and Committees

5.1 Board of Directors

- a. The Association shall be administered by a minimum of five (5) Directors and a maximum of ten (10), hereinafter referred to as the Board, elected by the ordinary members. The minimum and maximum shall not include unelected representatives of affiliated groups.
- b. The Board shall elect, by a secret ballot, the members of the Executive Committee, except for the Past-President.
- c. The first Directors of the Association will administer the Association until the first Annual General Meeting is called, where new elections for the Board will be held.

5.2 Executive Committee

- a. The following are the Officers of the Association, and shall be known as the Executive Committee:
 - 1. President
 - 2. Past-President
 - 3. Vice-President
 - 4. Secretary
 - 5. Treasurer

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- b. Officers must be members of the Board, and are elected to the Executive by the Board, for a one (1) year term.
- c. Board members may be elected or appointed by the Board to the Executive or other committees to perform special functions.
- d. The duties of the Executive Committee will be as defined by the Board.

5.3 Vacancies

The particular office of an Officer, or a Director, shall be automatically vacated when:

- a. the Officer or Director resigns his office by delivering his resignation to the Secretary of the Association;
- b. the Officer or Director has failed to attend three (3) consecutive Board Meetings and the Secretary of the Association has served that Officer or Director with written notice of that fact, unless such failure is excused by the Board at the next meeting thereafter;
- c. a resolution is passed, by three-quarters (3/4) of the members present at a Special General Meeting of the Association called for that purpose, that a particular Officer or Director be removed from office,
- d. the Officer or Director becomes bankrupt or suspends payment or compounds with his creditors;
- e. the Officer or Director dies or is found to be of unsound mind.

In case of any disagreement as to whether a particular office of an Officer or Director has been vacated, pursuant to the above provisions, the issue shall be conclusively determined by a simple majority vote of the Board, excluding the Officer or Director in question. If necessary, the most senior Officer or Director of the Association, eligible to vote, shall have a casting vote. If any office shall become vacant, the President or acting President shall, at the earliest possible date, notify the Board of the vacancy. Upon notification, the Board may call a Special General Meeting for the purpose of nominating and electing a member to fill the vacant office. The Officer or Director thus elected shall immediately enter upon his duties.

5.4 Term

- a. Each Director, whenever elected, shall hold office for a two (2) year term, unless his office has been vacated pursuant to Section 5.3 of these By-Laws.

5.5 Eligibility

Any adult voting member of the Association shall be eligible for election to any office, whether or not the member was an Officer during the previous term,

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provided that:

- a. the member has not already been elected to an office for the next term;
- b. the member is willing and consented to run for office;
- c. the member is in good standing.

Article 6: Power and Duties of Officers

6.1 President

- a. The President shall be the Chief Executive Officer of the Association and have general and active management of the business of the Association.
- b. The President shall preside at all meetings of the Board and the Executive Committee, and shall be a member ex-officio of all committees appointed by the Directors.
- c. The President shall be responsible for the affairs of the Association and, with the assistance of the Executive Committee, shall execute and administer the policies established by the members and be primarily responsible for the development and maintenance of the programs of the Association.
- d. It shall be the duty of the President to ensure that the other Officers of the Association perform their duties strictly in accordance with the Articles and the By-Laws.
- e. It shall be the President's responsibility to handle the affairs of the Association with the Federación Internacional de Pádel and with the Padel Federations of all other Nations, and he/she will be responsible for any and all activity involving these bodies and the members of the Association.
- f. The President shall sign instruments which require the signature of the President.
- g. The President shall perform all duties incident with the office and shall have such other power and duties as may, from time to time, be assigned by the Board.
- h. The President shall answer all questions and explain all matters in connection with management of the Association at the A.G.M.
- i. The President shall have custody or control of all Association property.
- j. The President shall be one (1) of the co-signers of all cheques.
- k. The newly elected President shall assume office after the adjournment of the meeting at which he/she was elected.
- l. Questions arising at any meeting of Directors shall be decided by a majority of votes. In cases of an equality of votes the President of the meeting, in addition to his original vote, shall have a second or casting vote.

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- m. Upon the completion of his term of office, he/she shall assume the office of Past-President, unless elected to another position.

6.2 Vice-President

- a. The Vice-President shall assume office after the adjournment of the meeting at which he/she was elected.
- b. He/she shall assist the President in his/her duties and shall provide advice and counsel to the executive.
- c. The Vice-President shall preside at meetings in the President's absence.
- d. The Vice-President shall assume the powers and responsibilities of the President in his/her absence.
- e. The Vice-President shall carry out other duties as assigned by the Board.

6.3 Past-President

- a. The Past-President shall assume office after the adjournment of the meeting at which he/she vacated the office of President, as long as he/she is an elected member of the board.
- b. He/she shall assist the President in his duties and shall provide advice and counsel to the executive.
- c. In the event that a President, upon vacation of the office, is unable or unwilling to assume the office of Past-President, the next previous Past-President shall regain office.
- d. The Past-President shall hold office until such time as a new Past-President assumes office.
- e. The Past-President shall be the Chairman of the Nominating Committee.
- f. He/she shall act as Chairman of the Records and Archives Committee.

6.4 Secretary

- a. Shall be elected by a majority of votes cast by the Directors present at the A.G.M.
- b. Shall assume office after the adjournment of the meeting at which he/she was elected.
- c. Shall ensure that accurate and adequate minutes of meetings of the Board and of the Association are taken, and shall act as Parliamentarian.
- d. Shall be responsible for the nomination process for the A.G.M. elections.
- e. The Secretary shall have charge of all correspondence of the Association, and be under the direction of the President and the Board.
- f. The Secretary shall keep a record of all the members of the Association and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Association. Such monies shall be

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promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

- g. The Secretary shall act as Scrutineer, as required, at all meetings of the Board.

6.5 Treasurer

- a. Shall be elected by a majority of votes cast by the Directors present at the A.G.M.
- b. Shall assume office after the adjournment of the meeting at which he/she was elected.
- c. Shall be responsible for the receipt, deposit and disbursement of all monies of the Association.
- d. Shall ensure that an accurate record of all monies received and disbursed is kept and shall report to the board the requirements of the Act regarding a fiscal audit.
- e. Shall give, upon request, a general analysis of the Association's financial standing.
- f. Shall present to the Board prior to the end of any fiscal period a proposed operating budget for the ensuing fiscal year, and more often as requested by the Board or by the Executive Committee.
- g. Shall prepare and present a report of the financial status of the Association at every A.G.M. and at other times as requested by the Board or the Executive Committee.
- h. Shall act as Chairman of the Finance Committee.

Article 7: The Committees

7.1 Standing or Special

- a. The Directors shall at each Board meeting of the Association, or from time to time as required, appoint or cause to be appointed a Chairman to each of the standing committees of the Association.
- b. Each standing committee must hold at least one (1) meeting per year. A Special Meeting may be called by the Chairman of any committee upon his giving at least ten (10) days notice in writing to each Committee Member.
- c. The majority of members shall constitute a quorum for transaction of committee business. Questions arising at any meeting of the committee shall be decided by a majority of votes and in case of equality of votes the chairman shall have the deciding vote.
- d. Any resolution or program recommended by any Special Committee must be ratified by the Board before it can be implemented.
- e. The Chairman of each Committee shall forward to the Secretary-Treasurer

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at least thirty (30) days prior to the A.G.M. a completed report of the activities of the Committee.

- f. All Committees, Standing, Special or other, will be formed by the Board according to the needs of the Society at any given time and may be dissolved at the discretion of the Board.
- g. All Committees formed by the Board will be responsible for a specific and well detailed assignment as described by the Board.
- h. Members of the Executive, Standing or Special Committees shall not receive remuneration for their services.

Article 8: Documents

8.1 Cheque and Banking Transaction Signing Authority

The President plus any one (1) of the members or employees, so appointed by Special Resolution of the Board for this purpose shall have the authority and right to sign all cheques.

8.2 Contractual Documents Signing Authority

The President, members of the Board, the Secretary-Treasurer plus any one (1) of them with the provision that no two (2) Directors can sign unless one of them is also the President, shall have the authority and right to sign other documents and contracts of the Association on which two (2) signatures are needed and all contracts and documents of the Association so executed shall be binding upon the Association without any further authorization or formalities.

Article 9: Remuneration

9.1 Remuneration

The Directors of the Board, Officers, and Members of the Executive Committee cannot receive any remuneration from the Association nor can they make, directly or indirectly, a profit of any kind from the Association.

9.2 Reimbursement

A member of the Board may not act as a representative of the Association and be reimbursed for such endeavour. A member of the Board will be reimbursed expenses related to his position on said Board after approval by the Board.

Article 10: General Matters

10.1 Finances

- a. The Association may solicit grants or donations or sponsorship from various Federal or Provincial Ministries and any organizations or individuals interested in the objectives of the Association.
- b. The Association may pursue and receive other sources of revenue.

10.2 Seal

The official seal of the Association shall be retained in the custody of the Secretary.

10.3 Observers

The Board may invite observers to various meetings or assemblies of the Association.

10.4 Special Resolutions

"Special Resolution" means a resolution passed:

- a. at a General Meeting of the Association of which not less than thirty (30) days notice specifying the intention to propose the resolution has been duly given, and
- b. by the vote of two-thirds (2/3) majority of those voting members who, if entitled to do so, vote in person or by proxy.

10.5 Borrowing

Without limiting the borrowing powers of the Association as set forth in the Act, the Board may, from time to time, by special resolution of the voting members of the Association:

- a. borrow money upon the credit of the Association;
- b. issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Association whether secured or unsecured;
- c. charge, mortgage, hypothecate, pledge or otherwise create, issue, execute and deliver a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, power, franchises, and undertaking to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Association, and

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- d. give a guarantee on behalf of the Association to secure the obligation of any person.

10.6 Books and Records

- a. The Board shall cause such books and records to be kept by the Association as may, from time to time, be determined by the Board and by the Act.
- b. The books and records of the Association may be inspected without cost at any time by any voting member on application to the President, providing such inspection is arranged at a time mutually convenient to the Secretary-Treasurer and the voting member.

10.7 Manner of Voting

A member may vote in person, by electronic means, or by a written proxy at any General Meeting. A proxy holder can only be another member of the Association. A reminder of the right to vote by proxy will form part of the notice of the meeting going to all voting members.

10.8 Electronic Documents

Association documents may be maintained and transmitted in an electronic form.

Article 11: Fiscal Year

The fiscal year end of the Association shall be December 31.

Article 12: Auditors

12.1 Requirement for an Audit

At the end of each fiscal year, the Board shall determine the requirement for a financial review or an audit, in compliance with the Act.

12.2 Appointment of Auditors

- a. If the Board deems that a financial review or an audit is required, the voting members shall, at the next Annual General Meeting, appoint a Chartered Professional Accountant (CPA) to audit the accounts of the Association, to hold office until the next Annual General Meeting, provided that the Board may fill any casual vacancy in the office of the auditor.
- b. The remuneration of the auditor, if any, shall be fixed by the Board and approved by the voting members.

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12.3 Rights and Duties of Auditors

The auditors so appointed shall make a report to the members and Board on the account examined by them and on every Balance Sheet and Statement of Income and Expenditures before the Association at any Annual General Meeting during their tenure of office, and the report shall state:

- a. whether or not they have obtained all the information and explanations they have required; and
- b. whether in their opinion the Balance Sheet referred to in the report is properly drawn up so as to exhibit a true view of the state of the Association's affairs as at the date of the Balance Sheets and the result of its operations of the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Association.

12.4 Right of Access

Every auditor of the Association shall have a Right of Access at all times to all records, documents, books, accounts and vouchers of the Association and is entitled to require from the Officers of the Association such information and explanation as may be necessary for performance of the duties of auditor.

12.5 Attendance of Meetings

The auditors of the Association are entitled to attend any meeting of members of the Association at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

12.6 Period of Audit

The rights and duties of an auditor of the Association shall extend back to the date at which the last audit of the Association's books, accounts and vouchers was made, or where no audit has been made, to which the Association was incorporated.

Article 13: Amendment of By-Laws

13.1 Amendment of By-Laws

Subject to Appendix "B", these By-Laws shall be amended or repealed by the By-Laws enacted by a special resolution of the voting members present at any General Meeting of the Association, duly called for the purpose of considering the said By-Laws. The enactment, amendment or repeal of such By-Laws shall not be enforced or acted upon until Ministerial approval has been received.

Article 14: Governing Rules

14.1 Robert's Rules of Order

Robert's Rules of Order shall have final jurisdiction in their governing procedures at the meeting of the Association so long as they are not inconsistent with the provisions of the Act or by these By-Laws.

14.2 Order of Business

Conduct of Board meetings shall be in a manner as determined by the Board.

Appendix A: Elections of the Board of Directors

1. The Directors elected to govern the affairs of the Association may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the By-Laws or any special resolution of the Association or by statute expressed directed or required to be done by the Association at an A.G.M. of members.
2. A Director shall be eighteen (18) or more years of age and shall be a member of the Association, except for the first Directors who need not be members of the Association.
3. A Director shall be appointed to represent each of the affiliated member groups, subject to ratification by the voting members of the Association at the next General Meeting.
4. The following Board Members are the Officers of the Association, elected by the Board except for the Past-President and shall be known as the Executive Committee:
 - a. President
 - b. Past-President
 - c. Vice-President
 - d. Secretary
 - e. Treasurer
5. Each elected member shall be entitled to one (1) vote on each question, arising at any meeting of the Association.
6. Individual members in good standing may be elected to serve on the Board.
7. Nominations forwarded to the national office of the Association arriving no later than forty-five (45) days prior to the A.G.M. will be forwarded to all members.
8. All candidates must be nominated by another member in good standing.
9. Candidates nominated from the floor must indicate their desire to hold office in person or in writing.
10. All nominations must include:
 - a. Full Legal Name
 - b. Full Mailing Address
 - c. Telephone Number
 - d. Signature of the Nominee, Signifying Acceptance of Nominations
11. Paid employees of an affiliate member group cannot be on the Association Board.

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Appendix B: Amendment to the Articles or By-Laws

PADEL ASSOCIATION OF CANADA

AMENDMENT TO THE ARTICLES OR BY-LAWS

The following amendment is proposed:

Proposed By:

Date:

Seconded By:

1. Any member may propose an amendment at any time.
2. Proposals by any member to amend must be received by the Board at least ninety (90) days prior to the A.G.M.
3. The individual members of the Board will review the proposed amendment and will advise the members if they are in agreement, disagreement or have suggested changes in wording.
4. Such advice must be given no more than thirty (30) days after the proposed amendment was received by the Board.
5. The member may accept or reject the Board decision and advice on the proposed amendment.
6. If the member so wishes the National Office will distribute the proposed amendment to all voting members as a "Notice of Motion" which will be presented at the A.G.M. regardless of the Board position on the matter.
7. Proposals to amend must be published at least thirty (30) days prior to the A.G.M.
8. Approval to amend the Articles will require two-thirds (2/3) majority of the voting members present at the A.G.M.
9. An amendment to the Articles may not be reworded at the A.G.M.
10. Ratification of a By-Law amended by the Board. will require a two-thirds (2/3) majority vote of the voting members present at the A.G.M.
11. A By-Law amendment may be reworded at the A.G.M.

Appendix C: A.G.M. Procedure

1. Time and Place

The A.G.M. shall be held annually no later than ninety (90) days following the end of the fiscal year, at the call of the President at the National Office or some other time and/or place as the Board may determine.

2. Notice of Annual General Meeting

Notice of Annual or Special General Meetings stating the place, hour, date and business to be transacted shall be forwarded by the Secretary-Treasurer to the members, member representatives, if any, and the Officers and Directors, not less than thirty (30) days before the date of such meetings. The notice may be communicated by e-mail or other electronic communication means, as determined by the Board. A copy of the current financial statements of the Association shall be included in the notice. Non-receipt of the notice to any meeting by any member, member representative or the Officers and Directors shall not invalidate any By-Law or resolution passed or any proceeding taken at such meeting.

3. Order of Business

The order of business for the A.G.M. shall be determined by the President of the Association with the consent of the meeting.

4. Absence

In the absence of the President for the A.G.M., the Past-President, Vice-President, and the members of the Board present entitled to vote, shall choose another Officer as Chairman and if no Director is present, or all Directors decline to take the chair, then the voting members present shall choose one of their members to be Chairman.

5. Casting Vote at A.G.M.

In case of an equality of votes on any matter proposed at an A. G.M. or Special General Meeting the President shall have a casting vote.

6. Quorum Required for A.G.M.

A Quorum for an A.G.M. or Special Meeting shall be at least fifteen (15) voting members. A quorum must be maintained throughout the meeting.

7. Voting Rights

Affiliated Member Groups, National Associations, Privileged Member Groups, shall be entitled to such vote and representation as determined at an A.G.M. or Special Meeting of the voting members.

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8. Dues

Dues shall be determined by the Association by Special Resolution and duly passed at the A.G..M. or special meeting.

9. Voting Procedure

At all meetings of members, every question shall be decided by a show of hands unless a poll thereon be demanded by the President. After a show of hands has been taken on any question, the President may require, or any member present entitled to vote may demand, a poll thereon.

Whenever a show of hands shall have been taken upon a questions unless a poll thereon be so required or demanded, a declaration by the President of the meeting that the vote upon a question has been carried and an entry to effect in the minutes of the proceedings at the meeting shall be "Prima Facie" evidence of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Association in an Annual or Special Meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

If a poll be required by the President of the meeting or duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the President of the meeting shall direct.