

By-Laws of the Alberta Padel Association

Alberta Padel Association

By-Laws

Revision: 201903

By-Laws of the Alberta Padel Association

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Article 1: Structure

1.1 Name

The name of the Association shall be the Alberta Padel Association hereinafter referred to as A.P.A. or the Association. For marketing and promotional purposes, the Association may also be known as Padel Alberta.

1.2 Head Office

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

1.3 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 of Directors (the Board).

1.4 Non-Profit Organization

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

1.5 Language

The official language of the Association shall be English.

1.6 Affiliation

The Alberta Padel Association shall be an affiliated member of the Padel Association of Canada (P.A.C.) and shall be the sole representative of Alberta Padel to this body and other bodies affiliated with and recognized by P.A.C. The Association and its future membership hereby adopts and recognizes all rules, regulations, restrictions and interpretations as set out by the P.A.C.

1.7 Society Seal

The Association does not have a Society Seal.

Article 2: Membership

2.1 Qualification

Membership in the Association shall be open to bona fide padel clubs, organizations and others related to the game of padel.

2.2 Classes of Members

The classes of members of the Association shall be Regular Members, Associate Members and Individual Members. The Board of Directors may create from time to time other classes of members of the Association on such terms and conditions as it approves.

2.3 Regular Members

Regular Member organizations shall be padel organizations/clubs, sport organizations, organized clubs having padel sections and any other organization which provides padel facilities and/or services relating thereto; they shall be entitled to notice of meetings of Members of the Association as provided in article 4 of these bylaws; and they shall pay annual dues to the Association in accordance with the provisions of the bylaws of the Association from time to time in force.

2.4 Associate Members

Associate Members shall be organizations which are interested in the promotion and support of padel but which do not charge annual fees to their members in return for the availability of padel facilities or services relating thereto; they shall include, without limitation, schools, community colleges, universities, municipal recreation departments, padel camps, community associations, apartment complexes and hotels; they shall not be entitled to vote at but shall be entitled to notice of meetings of the Members of the Association; and they shall pay annual dues to the Association in accordance with the provisions of the bylaws of the Association from time to time in force.

2.5 Individual Members

Individual Members shall be those padel playing members of each Regular Member for whom annual dues are paid to the Association pursuant to this bylaw; or individuals that are not members of a Regular Member; and they shall pay annual dues to the Association pursuant to this bylaw; and they shall be entitled to notice of and to vote at meetings of the Members of the Association.

Voting shall be restricted to Individual Members who are 18 years and older.

2.6 Membership 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.

Membership is not transferable.

2.7 Restrictions

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.

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2.8 Membership Fees

Annual Membership fees shall be set by the Board prior to the Annual General Meeting and shall not be less than five dollars (\$5.00). 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 ordinary 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.

2.9 Resignation, Suspension and Expulsion

- a. Any member may resign from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association. Any member who voluntarily resigns while in good standing shall automatically be considered for a re-admission to membership, upon application.
- b. Any member who is delinquent in payment of any financial obligation to the Association for six (6) weeks is automatically suspended from participation in any activities of the Association until the arrears are paid in full.
- c. Any member may be expelled by a vote of not less than two-thirds ($\frac{2}{3}$) of the voting members present at any General Meeting of the Association duly called.
- d. Any member expelled from the Association shall not again be approved by the Board for membership, unless the Board is satisfied that the reasons for the expulsion no longer exist.
- e. Any member who breaks any of the By-Laws or rules of the Association may be suspended or expelled by the majority vote of the Board for such time and on such terms as the Board shall deem fit under the circumstances.

Article 3: Board of Directors

3.1 Constitution of the Board

- a. Every Director will act honestly and in good faith with a view to the best interests of the Association; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c. The Association shall be administered by a minimum of five (5) and a maximum of ten (10) voting Directors, hereinafter sometimes referred to as the Board.
- d. The first Directors of the Association will administer the Association until the first Annual General Meeting is called, where new elections for the Board of Directors will be held.

3.2 Election of the Board

- a. A Director shall be eighteen (18) or more years of age and shall be a member of the

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Association in good standing (except for the first Directors who need not be members).

- b. Any member who is currently prohibited from holding office in any other padel organization cannot serve on the Board, without prior approval of the Board.
- c. A non-voting Director may be appointed to represent each of the Member classes.
- d. Each elected member shall be entitled to one (1) vote on each question arising at any meeting of the Association.
- e. All candidates must be nominated by another member in good standing.
- f. Nominations forwarded to the secretary of the Association arriving no later than forty-five (45) days prior to the Annual General Meeting will be forwarded to all members.
- g. Candidates nominated from the floor must indicate their desire to hold office in person or in writing.
- h. All nominations must include:
 - i. Full Legal Name;
 - ii. Full Mailing Address;
 - iii. Telephone Number;
 - iv. Signature of the Nominee, Signifying Acceptance of Nominations;
 - v. Signature of Nominator.
- i. Directors shall be elected by a majority vote of members at the Annual General Meeting.
- j. A director may be removed from office for non-performance of duties by a two-thirds ($\frac{2}{3}$) vote of voting members present at the Annual General Meeting or a Special General Meeting called for that purpose.

3.3 Executive Committee

The following are the Officers of the Association and are members of the Board of Directors, and shall be known as the Executive Committee. With the exception of the Past-President, they are elected to the office by a secret ballot of the Board.

- 1. President
 - 2. Past-President
 - 3. Vice-President
 - 4. Secretary
 - 5. Treasurer
- a. A Director, other than the Past-President, who can hold one elected position, cannot hold more than one position concurrently on the Executive Committee.
 - b. Additional officers and/or committees may be elected or appointed by the Board to perform special functions.
 - c. The duties of the Executive Committee will be as defined by the Board.
 - d. An officer may be removed from the Executive Committee, for non-performance of duties, by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.
 - e. Paid employees of an affiliate member group cannot be on the Association Executive.

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3.4 Vacancies

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

- a. the Officer or Director resigns his/her office by delivering his/her 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. the Officer or Director ceases to be a resident of Alberta;
- d. a resolution is passed as per Article 3.2 Election of the Board or Article 3.3 Executive Committee of this By-Law;
- e. the Officer or Director becomes insolvent or bankrupt or makes an agreement for the benefit of creditors or consents to the appointment of a trustee or receiver;
- f. 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 make a temporary appointment until such time as the vacancy is filled by an election. The Officer or Director thus appointed shall immediately enter upon his/her duties. The Board may then call a Special General Meeting for the purpose of nominating and electing a member to fill the vacant office.

3.5 Term

Each Director shall hold office for a two (2) year term, unless his/her office has been vacated pursuant to *Article*

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3.4 Vacancies of this By-Law. If the office has been filled mid-term because of a vacancy the term commences at the following Annual General Meeting, if elected.

Each Officer, whenever elected, shall hold office for a one (1) year term, unless his/her office has been vacated pursuant to *Article*

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3.4 Vacancies of this By-Law.

Each elected Officer shall hold only one elected position at any given time.

Each elected Officer may hold that position for a maximum of six (6) consecutive one (1) year terms.

3.6 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 be exercised only 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.
- 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, assign, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options 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 may make rules for the governing of the conduct and operation of the Association, prescribe rules for the admission of non-members to meetings of the Association and fix penalties for any breach of the rules.
- 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 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.

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- j. The Board shall have such other and further powers and duties as may be set forth in this By-Law.

3.7 Indemnification of the Board

Every Board member and his/her heirs, executors and administrators and estate of such Board member respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expense whatsoever which such Board sustains or is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any Board member, or any acts of omission by them, or Board members in or about the execution of the duties of their office, except such costs, charges or expenses as occasioned by their own willful neglect or default.

Article 4: Association Meetings

4.1 Meeting Location

The meetings of the Association shall be held in Alberta.

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, at the Provincial Office or some other time and/or place within Alberta, as the Board may, from time to time, determine, as per *Appendix B: Annual and Special General Meeting Procedures*.

4.3 Board of Directors Meetings

The Board of Directors meetings shall be held at least four (4) times annually, at the call of the President, at the Provincial Office or elsewhere as the Board may, from time to time, determine.

4.4 Special General Meetings

A Special General Meeting may be called by the Board of Directors by a motion at a Board of Directors meeting.

A Special General Meeting may be called by the voting members if the request for such a meeting is made in writing and signed by at least 50% of the voting membership.

A Special General Meeting will be held at the Provincial Office or elsewhere as

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the Board may determine.

4.5 Meeting Procedures

- a. Meetings shall be chaired by the President or a person designated by the Board to chair the meeting.
- b. 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.
- c. A meeting of the Board may be called by the President or Executive or any three (3) Directors at any time and the Secretary thereupon shall give at least fourteen (14) days written notice of the meeting.
- d. Only those Directors whose memberships are in good standing may vote at meetings of the Association.
- e. Each voting member shall be entitled to one (1) vote on each question arising at any meeting.
- f. A majority vote shall decide all general business questions, unless otherwise provided by these By-Laws.
- g. In the event of a tie in voting, the President shall cast the deciding vote.
- h. 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.

4.6 Quorum

For any Annual or Special General Meeting, a Quorum shall consist of at least ten (10) voting members, including greater than 50% of the Directors.

For any meeting of the Board, a Quorum shall consist of greater than 50% of the Directors.

If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall be adjourned to a time and place determined by the Board members present. Notice provisions and quorum requirements as outlined in the By-laws remain applicable.

4.7 Rules of Order

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

Article 5: Power and Duties of Officers

Each Officer shall assume office after the adjournment of the meeting at which he/she was elected.

5.1 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 Constitution and the By-Laws.
- e. It shall be the President's responsibility to handle the affairs of the Association with the National Association and with the Padel Federations of all other Provinces, 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 Annual General Meeting.
- i. The President shall have control of all the Association property.
- j. 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.
- k. Upon the completion of the term of office, the President shall assume the office of Past-President, unless elected to another position.

5.2 Past - President

- a. The Past-President shall assist the President in his/her duties and shall provide advice and counsel to the executive.
- b. 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 retain office.
- c. The Past-President shall hold office until such time as a new Past-President assumes office.
- d. The Past-President shall be the Chairman of the Nominating Committee.
- e. The Past-President shall act as Chairman of the Records and Archives Committee.

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5.3 Vice-President

- a. The Vice-President shall preside at meetings in the President's absence.
- b. The Vice-President shall assume the powers and responsibilities of the President in his/her absence from Office.
- c. The Vice-President shall carry out other duties as assigned by the Board.

5.4 Secretary

- a. The Secretary shall ensure that accurate and adequate minutes are taken, and shall act as Parliamentarian.
- b. The Secretary shall be responsible for the nomination process for the Annual General Meeting elections.
- c. The Secretary shall have charge of all correspondence of the Association, and be under the direction of the President and the Board.
- d. 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 promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.
- e. The Secretary shall act as Scrutineer, as required, at all meetings of the Board.
- f. The Secretary shall act as Librarian for all materials, both digital and printed, pertaining to the Board.

5.5 Treasurer

- a. The Treasurer shall be responsible for the receipt, deposit and disbursement of all monies of the Association.
- b. The Treasurer shall ensure that an accurate record of all monies received and disbursed is kept. The Treasurer shall have such record audited by an independent auditor or two other Officers each fiscal year.
- c. The Treasurer shall give, upon request, a general analysis of the Association's financial standing.
- d. The Treasurer, based on the decisions of the Board, shall compile and 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.
- e. The Treasurer shall present a report of the financial status of the Association at every Annual General Meeting and at other times as requested by the Board or the Executive Committee.
- f. The Treasurer shall have signing authority for the Association, and shall ensure that all cheques issued by the Association are properly signed, as defined in Article 7.1 *Cheque and Banking Transaction Signing Authority*.

5.6 Executive Committee Meetings

- a. Meetings shall be called by the President or Secretary as required.
- b. Meetings shall be held at the Provincial office or anywhere else in Alberta as determined by the Executive Committee.
- c. A minimum of fourteen (14) days' notice is required.
- d. Three Executive Committee members must be present to constitute a Quorum.

Article 6: The Committees

6.1 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. 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.
- 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 at least thirty (30) days prior to the Annual General Meeting a completed report of the activities of the Committee. Any resolution or program recommended by any Special Committee must be ratified by the Board before it can be implemented.
- f. All Committees, Standing, Special or other, will be formed by the Board according to the needs of the Association 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 7: Documents

7.1 Cheque and Banking Transaction Signing Authority

The Treasurer plus one (1) or more of the other Directors so appointed by the Board for this purpose, shall have the authority and right to sign all cheques and necessary documents for all banking transactions of the Association.

All cheques shall require two (2) signatures.

A cheque issued to a member of the Board cannot be signed by that Board member.

7.2 Contractual Documents Signing Authority

The President, plus any one (1) of the other members of the Executive Committee, 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 8: Remuneration

8.1 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.

8.2 Reimbursement

Nothing in the present By-Laws provides for a member of the Board to act as a representative of the Association and to be reimbursed for such endeavor. A member of the Board will be reimbursed expenses related to his position on said Board after approval by the Board.

Article 9: General Matters

9.1 Fiscal Year

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

9.2 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.

9.3 Observers

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

9.4 Special Resolutions

"Special Resolution" means a resolution passed:

- a. at a General Meeting of the Association of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given; and
- b. by a vote of three-quarters ($\frac{3}{4}$) majority of those voting members who, if entitled to do so, vote in person or by proxy.

9.5 Borrowing

Without limiting the borrowing powers of the Association as set forth in the Act, the Board may, from time to time:

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

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The following shall require a special resolution of the voting members of the Association:

- a. any amount in excess of ten thousand dollars (\$10,000);
- b. an undertaking to secure debentures.

9.6 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 and/or Treasurer and the voting member.

9.7 Voting Rights

- a. To be eligible to vote, a member must be in good standing and have achieved the age of eighteen (18) years by the date of the vote.
- b. Each Single membership shall consist of a maximum of one (1) voting member.
- c. Each Family membership shall consist of a maximum of two (2) voting members.

9.8 Voting by Proxy

A member may vote by a written proxy at a 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.

Article 10: Auditors

10.1 Appointment of Auditors

The accounts of the Association shall be approved by two (2) Officers of the Association, neither of which shall be the Treasurer, at each Annual General Meeting.

An audit of the accounts of the Association may be requested by the Board, or by Special Resolution of the Members of the Association. If an audit is requested:

- a. the voting members shall appoint an auditor;
- b. the auditor shall be a duly qualified accountant, or two members of the Association elected for that purpose;
- c. the remuneration of the auditor, if any, shall be fixed by the Board.

10.2 Rights and Duties of Auditors

The auditors so appointed shall make a report to the members and Board on the

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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;
- 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;
- c. whether all financial statements were prepared in accordance with Generally Accepted Accounting Principles.

10.3 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.

10.4 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.

10.5 Period of Audit

The rights and duties of an auditor of the Association shall extend back to the date up to 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 11: By-Laws

11.1 Amendment of By-Laws

Any By-Law may be amended or repealed by a By-Law enacted by a special resolution of the voting members present at a general meeting of the Association, duly called for the purpose of considering the said By-Law, or the Annual General Meeting. The enactment, amendment or repeal of such By-Law shall not be enforced or acted upon until it has been registered by the Registrar of Corporations of the Province of Alberta.

11.2 Procedure for Amendment

- a. Any member may propose an amendment at any time. *Appendix A: Amendment to the By-Laws* contains a form to be used to propose an amendment.
- b. Proposals by any member to amend must be received by the Board at least ninety (90) days prior to the meeting at which it will be considered.
- c. 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.
- d. Such advice must be given no more than thirty (30) days after the proposed amendment was received by the Board.
- e. The member may accept or reject the Board decision and advice on the proposed amendment.
- f. If the member so wishes the Provincial Office will distribute the proposed amendment to all voting members as a "Notice of Motion" which will be presented at the meeting regardless of the Board position on the matter.
- g. Proposals to amend must be published at least sixty (60) days and not more than ninety (90) days prior to the meeting.
- h. Ratification of an amendment to a By-Law will require a three-quarters ($\frac{3}{4}$) majority vote of the voting members present at the meeting.
- i. A By-Law amendment may be reworded at the Annual General Meeting.

11.3 Invalidity of any Provisions of By-Laws

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions of these By-Laws.

Appendix A: Amendment to the By-Laws

ALBERTA PADEL ASSOCIATION

AMENDMENT TO THE BY-LAWS

As a member in good standing of the Alberta Padel Association I propose the following amendment to the By-laws:

Proposed By: _____

Signed: _____

Dated: _____

Appendix B: Annual and Special General Meeting Procedures

1. *Time and Place*

The Annual General Meeting 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 Provincial Office or some other time and/or place as the Board may determine.

2. *Notice*

Notice of the Annual or Special General Meeting stating the place, hour, date and business to be transacted shall be forwarded by the Secretary to the members, member representatives, if any, and the Officers and Directors, at least thirty (30) days before the date of such meeting. 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.

A copy of the current financial statements of the Association shall be included in the notice of the Annual General Meeting.

3. *Order of Business*

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

4. *Absence*

In the absence of the President, the Past-President, Vice-President, and 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*

In case of an equality of votes on any matter proposed at an Annual or Special General Meeting, the Chairman shall have a casting vote.

6. *Rights of Individual Members*

Non-voting members of the Association shall not be entitled to vote at any Annual or Special General Meeting of the Association. They shall, however, be entitled to speak.

7. *Membership Fees*

Membership fees as determined by the Board will be announced at the Annual

By-Laws of the Alberta Padel Association

General Meeting.

8. 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 question, unless a poll thereon be so required or demanded, a declaration by the President of the meeting that the vote upon the question has been carried and an entry that 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 favor 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 General 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 is not withdrawn, a poll upon the question shall be taken in such manner as the President of the meeting shall direct.