



Niagara Indoor Pickleball Association Constitution and By-laws

By-law No. 1 (Version 3.1)

Adopted February 4, 2026

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Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and the regulations made under it, as amended from time to time;

“Board” means the board of directors of the Corporation.

“Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

“Officer” means an officer of the Corporation.

“Member” means a person or entity admitted as a member for governance purposes in accordance with these by-laws

1.02 Members (Governance Membership)

For the purposes of these By-laws and the Act, the Corporation currently has no Members admitted for governance purposes.

Participation in the activities, programs, leagues or events of the Corporation, including the payment of fees or dues, does not confer membership within the meaning of the Act and does not entitle any individual to voting, approval or governance rights.

The Corporation may establish one or more classes of Members with statutory governance rights in the future only by amendment to these By-laws.

1.03 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.04 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chair or a Co-Chair, or by the President if appointed. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.06 Letters Patent

The Niagara Indoor Pickleball Association Incorporated received its Government of Ontario Letters Patent June 25th, 2023. The associated object of incorporation is to provide indoor pickleball facilities.

1.07 Vision and Mission

The vision of Niagara Indoor Pickleball Association (NIPA) is to provide the people of Niagara with a centrally located, indoor pickleball facility available year-round and to provide a state-of-the-art venue that would draw recreational and competitive players and spectators nationally and internationally for pickleball leagues, camps and tournaments at local, provincial, national, and international levels.

The values of NIPA are the values of the Pickleball Association of Ontario: respect, fairness, integrity, honesty, transparency and safety.

The mission of NIPA is to assist and promote the growth of pickleball as a sport for all ages in the greater Niagara area through the following:

- To provide a controlled environment for the game with safe flooring, lighting and heating.
- Create a pickleball destination with the ability to host tournaments at Regional, Provincial, National and International levels.
- Promote intergenerational play open to all skill levels.
- Provide a venue for inclusive play combined with dedicated skill level time slots.
- Develop pickleball clinics with a structured approach for learning and improvement of play for all skill levels.

Section 2 - Directors

2.01 Board Recruitment

The Board is responsible for identifying, recruiting and appointing qualified individuals to serve as Directors in accordance with these By-laws. Where the Corporation has Members with voting rights, the Board may establish a process for recommending nominees for election by the Members. Where the Corporation has no Members with voting rights, Directors shall be appointed by resolution of the Board. The Board may adopt policies or

procedures from time to time to support effective, skills-based recruitment and Board renewal.

2.02 Board Composition

The Board shall consist of such number of Directors as is determined from time to time by resolution of the Board, provided that the number of Directors shall at all times be not less than three (3) and not more than ten (10), as set out in the Articles of Incorporation.

No Director is required to hold an officer position as a condition of Board membership.

2.03 Election and Term

Where the Corporation has no Members with voting rights, Directors shall be appointed, re-appointed and removed by resolution of the Board.

The Board may, by resolution: appoint Directors to fill vacancies; appoint Directors for defined terms and determine term length; re-appoint Directors at term expiry; establish staggered terms to promote continuity; and approve skills-based recruitment criteria for Directors.

The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed, as applicable.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- if the Director dies or becomes bankrupt;
- if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- if, in accordance with these By-laws, the Director is removed (by the Members by ordinary resolution where the Corporation has Members with voting rights, or by the Board by resolution where the Corporation has no Members with voting rights).

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- a quorum of Directors may fill a vacancy among the Directors.

2.06 Committees

Committees may be established by the Board as follows:

- The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.07 Appointment and Terms of Directors (No Voting Members)

Where the Corporation has no Members with voting rights, Directors shall be appointed, re-appointed and removed by resolution of the Board.

Without limiting the generality of the foregoing, the Board may, by resolution:

- a. appoint Directors to fill vacancies on the Board;
- b. appoint Directors for defined terms of office and determine the length of such terms;
- c. re-appoint existing Directors at the expiry of their terms;
- d. establish staggered terms of office to promote continuity and effective governance; and
- e. approve skills-based recruitment criteria and processes for the identification and appointment of Directors.

The Board may adopt policies or resolutions from time to time to implement the appointment and succession of Directors, provided that such policies or resolutions are consistent with the Articles and these By-laws.

2.08 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.
- Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - considered reasonable by the Board; and
 - approved by the Board for payment by resolution passed before such payment is made; and
 - in compliance with the conflict-of-interest provisions of the Act.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by any Director at any time and any place, giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.02 Chair

The Chair or Co-Chairs, if appointed, shall preside at Board meetings. In the absence of the Chair or all Co-Chairs, the Directors present shall choose one of their number to act as the Chair.

3.03 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second casting vote.

3.04 Quorum

A majority of the Directors in office constitutes quorum for the transaction of business at any meeting of the Board.

3.05 Participation by Telephonic or Electronic Means

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

The Board will ensure the Corporation has at minimum three (3) signing authorities to assist with the management, allocation and control of the Corporation's financial resources. The three (3) signing authorities will be approved from among the Directors, one of whom shall be the Treasurer and one of whom shall be the Chair or a Co-Chair, if appointed.

Cheques, drafts or orders, e-transfers, on-line bill payments and/or other payment methods may be signed or transacted by any one (1) of these signing authorities.

4.02 Expense Reimbursement

All Board approved expenditures for purchased goods and/or services on behalf of NIPA will be reimbursed upon presentation of the original receipt.

4.03 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The officers of the Corporation shall consist of a Secretary, a Treasurer and such other officers as the Board may determine from time to time.

The Board may appoint either one Chair or two Co-Chairs from among the Directors.

The Corporation is not required to appoint a Director to the office of President.

The Board may appoint a President or two Co-Presidents from among the Directors and prescribe their duties by resolution.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall preside at Board meetings and support effective governance and decision-making. The Chair has no unilateral authority to bind the Corporation unless expressly authorized by resolution of the Board.

5.05 Duties of the President (if appointed)

If appointed, the President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- complied with the Act and the Corporation's articles and By-laws; and
- exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

For the purposes of these By-laws and the Act, the Corporation currently has no Members admitted for governance purposes.

Participation in the activities, programs, leagues or events of the Corporation, including the payment of fees, dues or charges, does not confer membership within the meaning of the Act and does not entitle any individual to voting, approval or governance rights.

The Corporation may establish one or more classes of Members with statutory governance rights in the future only by amendment to these By-laws.

8.02 Membership

The Corporation currently has no Members admitted for governance purposes. If the Corporation establishes one or more classes of Members in the future by amendment to these By-laws, the Board shall determine the conditions of admission, rights, obligations and any applicable fees associated with such membership, subject to the Act and these By-laws.

8.03 Disciplinary Act or Termination of Membership for Cause

Upon 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 By-laws.

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.

Section 9 - Members' Meeting

This Section applies only if and when the Corporation has Members entitled to vote under the Act and these By-laws.

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Notice of the meeting shall be emailed to Members within 30-60 days. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- Announcement of Board appointments; and
- such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. 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.

9.03 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
each Member shall be entitled to one vote at any meeting;

- votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;

- an abstention shall not be considered a vote cast;
- before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.04 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not

invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may amend or repeal these By-laws in accordance with the Act.

Schedule A - Position Description of the President

Role Statement

If appointed by the Board, the President shall perform such duties as may be assigned by the Board from time to time and shall act subject to the authority and direction of the Board. The President is not the chief executive officer of the Corporation unless expressly designated as such by resolution of the Board.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Schedule B – Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statements

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C – Position Description of the Secretary

Role Statement

If appointed, the Secretary works collaboratively with the President (if appointed) and the Board to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the President (if appointed) and the Board in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Certification of By-law Adoption

I, the undersigned, being the duly appointed Secretary of the Niagara Indoor Pickleball Association, hereby certify that:

1. the Board of Directors duly considered and approved resolutions amending **By-law No. 1 (Version 3.0)** at a meeting of the Board held on **February 3, 2026**;
2. the Board first approved limited, governance-only textual amendments to By-law No. 1 (Version 3.0) for purposes of internal consistency and compliance;
3. the Board subsequently adopted **Amending By-law No. 1 to By-law No. 1 (Version 3.0)**; and
4. upon adoption of the amending by-law, the consolidated governing document of the Corporation became **By-law No. 1 (Version 3.1)**, which is now the operative by-law of the Corporation.

I further certify that the foregoing is a true and accurate record of the resolutions passed by the Board of Directors and that **By-law No. 1 (Version 3.1)** remains in full force and effect as of the date set out below.

Dated this **3rd day of February, 2026**.

Name: Karen Seliske Signature: _____

Title: Secretary

Niagara Indoor Pickleball Association