



**BYLAWS**  
As of June 7, 2014

**ARTICLE 1 GENERAL**

1.1 These Bylaws relate to the general conduct of the affairs of the Squash Canada, a Canadian Corporation.

1.2 The following terms have these meanings in these Bylaws:

Act – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Annual Meeting – the annual meeting of the Members;

Articles – the restated articles of continuance of the Corporation;

Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;

Board – the Board of Directors of the Corporation;

Corporation – Squash Canada;

Days – total days irrespective of weekends and holidays;

Director – an individual elected to serve on the Board pursuant to these Bylaws;

Member – those organizations and individuals meeting the definition of member pursuant to these Bylaws;

Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;

Ordinary Resolution – a resolution passed by the majority of votes cast on that resolution; and

Special Resolution – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

- 1.3 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.
- 1.4 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.
- 1.5 Meetings of the Corporation will be conducted according to the most recent edition of Roberts Rules of Order.

## **ARTICLE 2 MEMBERS**

- 2.1 The Corporation has two classes of Members:
  - a) Provincial and Territorial Associations – which are the organizations in each province and territory that are recognized by their respective provincial and territorial governments as the governing body for the sport of squash within that jurisdiction. An application for membership from any province or territory where there currently is no such Member will be in writing in the manner prescribed by the Board, and such applicant may be admitted to membership in this class upon a Special Resolution of the Members. Each Provincial and Territorial Association member will designate a representative or representatives to exercise its votes at meetings of Members.
  - b) National Team Athletes – which are the athletes who are members of the Corporation's High Performance National Squad who have executed an Athlete Agreement with the Corporation. For the purposes of determining voting privileges at a meeting of Members in any given year, an individual must have been a member of the High Performance National Squad as of December 31 of the previous year. As a class, the National Team Athletes will designate a representative or representatives to exercise the votes of the class at meetings of Members.
- 2.2 Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations.
- 2.3 Membership dues for National Team Athlete Members will be as determined by the Board.
- 2.4 Membership dues for Provincial and Territorial Association Members will be as determined by the Provincial and Territorial Association Members at the Annual Meeting, and will be due to the Corporation by March 31 of the current fiscal year.
- 2.5 Membership in the Corporation is terminated when:
  - a) The Member no longer meets the definition of Members set out in Article 2.1;
  - b) The Member ceases to be in good standing by virtue of i) failing to pay membership dues, fees or other monies owing to the Corporation by the prescribed deadline dates, or ii) having had disciplinary sanctions imposed in accordance with Article 4.15 b).
  - c) The Member resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the notice, provided that resignation as a Member does not relieve the Member of its obligation to pay any outstanding dues or fees; or
  - d) The Corporation is liquidated or dissolved under the Act.

### ARTICLE 3 MEETINGS OF MEMBERS

- 3.1 Meetings of Members will include Annual Meetings and Special Meetings. The Corporation will hold meetings of Members at such date, time and place as determined by the Board.
- 3.2 The Annual Meeting will be held within 15 months of the last Annual Meeting but not later than six months after the end of the Corporation's preceding financial year.
- 3.3 A Special Meeting of the Members may be called at any time by the President, or upon the written requisition of Members holding not less than five percent of the total Members' votes. The Board will convene such a requisitioned Special Meeting in accordance with the Act. The agenda of the Special Meeting will be limited to the subject matter for which the meeting was duly called
- 3.4 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.5 Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.6 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
  - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.
- 3.7 Persons entitled to be present at a meeting of Members are the designated representatives of those Members that are Provincial and Territorial Associations, the designated representatives of the National Team Athlete Members, the National Team Athlete Members themselves, the Directors, the Auditor, and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
- 3.8 Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.9 Quorum for a Meeting of Members will be such Members as hold a majority of Members' votes, provided that at least four Provincial and Territorial Association Members are present. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
- 3.10 Each Provincial and Territorial Association Member in good standing is entitled to the following votes:

Percentage of dues paid by March 31  
of the previous fiscal year

Votes

None	0
Less than 1 percent	1
1 to 9.99 percent	2
10 to 19.99 percent	4
20 to 29.99 percent	6
30 to 39.99 percent	8
40 to 49.99 percent	10
Over 50 percent	12

- 3.11 Each National Team Member in good standing is entitled to the following votes:
- For the purposes of electing the Athlete Director, one vote each.
  - For the purposes of a special class vote under Section 199 of the Act, one vote each.
  - For all other purposes, total votes for the class are capped at two votes, to be exercised by a representative or representatives designated by the National Team Athlete Members for that purpose.
- 3.12 Members may vote by proxy if the proxy is in writing, it is received by the Corporation prior to the meeting, it clearly states the date of the meeting for which it is intended, it clearly states to whom the proxy is given, and it otherwise complies with the requirements of the Act. Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the vote is defeated.
- 3.13 Unless these Bylaws otherwise require, every question at a Meeting of Members will be determined by an Ordinary Resolution that is supported by a minimum of four Provincial and Territorial Association Members, present in person or represented by proxy. Voting by Members at a meeting of Members will be by a show of hands, unless the majority of Members present at the meeting approves a secret ballot.

#### **ARTICLE 4 GOVERNANCE**

- 4.1 The Board will consist of six to eight Directors, as follows:
- A President, elected by the Members at the Annual Meeting to serve a term of three years;
  - A Vice-President Finance, elected by the Members at the Annual Meeting to serve a term of three years;
  - Three to five Directors-at-Large elected by the Provincial and Territorial Association Members at the Annual Meeting to serve terms of three years; and
  - One Athlete Director elected by the National Team Athlete Members using an electronic ballot procedure, the results of which will be announced at the Annual Meeting. The Athlete Director will have previously been a member of the High Performance National Squad but will be retired from that role at the time of election. The Athlete Director will serve a term of three years.
- 4.2 No Director may serve more than three consecutive terms, inclusive of any term served as President. No person may serve more than two terms as President.
- 4.3 Directors' terms of office will be staggered such that no more than three Directors are elected each year.
- 4.4 Any person who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the *Income Tax Act* in relation to the eligibility to serve as a director of a registered charity may be nominated for election as a Director.
- 4.5 In the absence of the support of the Nominating Committee, nomination of an individual for election as the President, Vice-President Finance or Director-at-Large must be supported by a

Provincial and Territorial Association Member, must include the written consent of the nominee, and must be submitted to the registered office of the Corporation 30 days prior to the Annual Meeting. Any nomination of an individual for election as Athlete Director must be supported by at least two National Team Athlete Members, must include the written consent of the nominee, and must be submitted to the registered office of the Corporation 30 days prior to the Annual Meeting.

- 4.6 Nominations will be circulated to the Members 21 days prior to the Annual Meeting, and elections will take place at the Annual Meeting, except that the election of the Athlete Director will take place using an electronic ballot procedure prior to the Annual Meeting, with the results to be announced at the Annual Meeting.
- 4.7 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
- 4.8 The office of any Director will be vacated automatically if the Director:
  - a) Fails to maintain the qualifications specified in Article 4.4;
  - b) Is convicted of any criminal offense related to the position;
  - c) Misses more than three consecutive Board meetings; or
  - d) Upon the Director's death.
- 4.9 Directors may be removed from office as follows:
  - a) The President and Vice-President Finance may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the President and Vice-President Finance has been given notice of and the opportunity to be heard at such a meeting.
  - b) A Director-at-Large may be removed by an Ordinary Resolution of the Provincial and Territorial Members at a Meeting of Members, provided the Director-at-Large has been given notice of and the opportunity to be heard at such a meeting.
  - c) An Athlete Director may be removed by an Ordinary Resolution of the National Team Athlete Members at a Meeting of Members, provided the Athlete Director has been given notice of and the opportunity to be heard at such a meeting.
  - d) If any Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.
- 4.10 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
- 4.11 The President or a majority of Directors may call a meeting of the Board. The Board will hold a minimum of four meetings per year.
- 4.12 Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
- 4.13 At any meeting of the Board, quorum will be a majority of Directors holding office. The President will not vote except in the event of a tie.
- 4.14 A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 4.15 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

- a) Approve the vision, mission, values and strategic direction of the Corporation;
- b) Approve policies, procedures and rules to deliver the programs and services of the Corporation, including policies relating to the discipline of Members and participants and the management of disputes within the Corporation;
- c) Provide continuity for the Corporation by ensuring its financial health;
- d) Engage under employment contract an Executive Director to manage and oversee the operations of the Corporation;
- e) Ensure positive relationships with stakeholders; and
- f) Perform any other duties from time to time as may be in the best interests of the Corporation.

## **ARTICLE 5     OFFICERS**

- 5.1     The Officers of the Corporation are the President, Vice-President Finance and the Executive Director, who shall also perform the duties of Secretary.
- 5.2     The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- 5.3     The *Vice-President Finance* will act for the President in his or her absence or inability to act, will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, will chair the Finance and Audit Committee, and will perform such other duties as may from time to time be established by the Board.
- 5.4     The *Executive Director* will be responsible for the management and supervision of the operations of the Corporation. He or she will also perform the duties of Secretary and thus will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He or she will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may from time to time be established by the Board.
- 5.5     The Board may appoint Honorary Officers to recognize those individuals who have, in the opinion of the Board, provided valuable service to the Corporation. Honorary Officers are not Directors and are not Members of the Corporation. Those individuals who were Honorary Members prior to the Corporation's continuance under the Act, will automatically become Honorary Officers under these Bylaws.

## **ARTICLE 6     COMMITTEES**

- 6.1     The Corporation will have the following Standing Committees, which will operate according to written terms of reference established by the Board:
- a) Finance and Audit;
  - b) High Performance; and
  - c) Nominating.
- 6.2     The Board may appoint such other Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. The Board will establish written terms of reference for all Committees.

- 6.3 A quorum for any Committee will be the majority of its members.
- 6.4 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.
- 6.5 The President will be an *ex-officio* and non-voting member of all Committees of the Corporation.

## **ARTICLE 7 CONFLICT OF INTEREST**

- 7.1 In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE 8 FINANCE**

- 8.1 The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
- 8.2 The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the Annual Meeting.
- 8.4 The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.
- 8.5 A minimum of any two Officers will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
- 8.6 The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.7 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
- 8.8 All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

- 9.1 Except for the items set out in Article 10, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The Bylaw amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

## **ARTICLE 10 FUNDAMENTAL CHANGES**

- 10.1 In accordance with Section 197 of the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

- 10.2 In accordance with Section 199 of the Act, each class of Member will be entitled to vote separately as a class on a proposal to make an amendment referred to in Article 10.1 to:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including (i) to reduce or remove a liquidation preference, or (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

## **ARTICLE 11 NOTICE**

- 11.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

- 11.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or 5 days after the date that notice is mailed.
- 11.4 The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

## **ARTICLE 12 INDEMNIFICATION**

- 12.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 12.2 The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

## **ARTICLE 13 ADOPTION OF THESE BYLAWS**

- 13.1 These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on June 7, 2014
- 13.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

## **ARTICLE 14 TRANSITION PROVISIONS**

- 14.1 For the purposes of enabling a smooth transition from the current Board structure to the Board structure described in these Bylaws, the following will occur:
- a) The *President* term will be extended for one year, to 2016 and thereafter this position will be elected for three year terms.
  - b) The *Vice-President Operations* term will be extended for one year, to 2016 and thereafter this position will be elected for three year terms as a Director-at-Large.
  - c) The *Vice President High Performance* term will continue to 2015, and thereafter this position will be elected for three year terms as a Director-at-Large.
  - d) The *Vice President Player Development* position is up for election in 2014 for a one year term ending in 2015 and thereafter this position will be elected for three year terms as Director-at-Large.
  - e) The *Vice President Technical* position is up for election in 2014, for a three year term, to 2017 and thereafter this position will be elected for three year terms as Director-at-Large.
  - f) The *Vice-President Finance* position is up for election in 2014 for a three year term, and thereafter this position will continue to be elected for three year terms as Vice-President Finance.

- g) Following receipt of the Certificate of Continuance from Corporations Canada, the Board will appoint an Interim *Athlete Director*, to serve in office until the Annual Meeting of 2015, at which time the Athlete Director will be elected in accordance with these Bylaws.
  - h) In order to calculate term limits, any Director in office at the time of receipt of the Certificate of Continuance, may serve more than three consecutive terms but not more than the maximum of nine years on the board.
- 14.2 Any transition matter not resolved by this Article will be resolved by the Board of Directors in office immediately prior to continuance under the Act.