

DRAFT

Bylaws of Squash Ontario

Last updated September 07, 2023

**Last Comprehensive Review
September 07, 2023**

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Section 1 – Directors

Electing and Appointing Directors

- 1.1 Competitive members and Honorary members in good standing, and individuals who are members in good standing of a Full Club, Associate Club or Associate Community member, who are 19 years of age or older, who have the power under law to contract, and who are resident of Ontario may be nominated for election as a Director.
- 1.2 Candidates for election as a Director shall be nominated according to procedures established by the Board and shall be elected by the members at the Annual General Meeting.
- 1.3 The Board of Directors of the Corporation shall consist of seven to nine (7-9) Directors and at all times there shall be diversity across region, race and gender.
- 1.4 The Members will elect
 - one half of the Directors for a 2-year term on odd years, and
 - one half of the Directors for a 2-year term on even yearsNo Director shall serve more than three two-year terms.

Empty Seats

- 1.5 A Director will stop holding office immediately, if he/she:
 - dies
 - becomes bankrupt
 - fails to attend three (3) consecutive meetings of the Board, or
 - is found to be incapable of managing property by a court or under Ontario law.
- 1.6 A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.
- 1.7 A Director may not resign from the Corporation when the Director is subject to a disciplinary investigation or action of the Corporation.
- 1.8 Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.
- 1.9 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected in accordance with these Bylaws.

Committees

- 1.11 The Board may appoint such committees as it deems necessary for managing the affairs of the

Corporation and may appoint members of committees or provide for the election of 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, the Constitution or these Bylaws.

1.12 The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

1.13 A quorum for any committee shall be the majority of its members.

1.14 The Board may remove any member who it has appointed to any committee who has not acted in the best interests of the Corporation.

Paying Directors

1.15 The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any compensation from occupying the position of Director. However, Directors are entitled to be reimbursed for approved expenses.

Powers of the Board

1.16 Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

1.17 The Board may make policies and procedures for managing the affairs of the Corporation in accordance with the Act, the Constitution and these Bylaws.

1.18 The Board may make policies and procedures relating to the discipline of members and shall have the authority to discipline members in accordance with such policies and procedures.

1.19 The Board may make policies and procedures relating to the management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

1.20 The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation.

1.21 In the event of dispute, the Board shall determine the number of squash courts for the purposes of setting membership fees or determining voting privileges of members.

Section 2 – Board Meetings

- 2.1 Meetings of the Board may be convened any time by the Chair, the Executive Director, or any three (3) Directors, or by the Secretary, upon the direction of the Chair, the Executive or any three (3) Directors.
- 2.2 At any meeting of the Board of Directors, quorum shall consist of half the number of Directors plus one.

Board Meeting Notices

- 2.3 Notice of the time and place of the meeting must be given not less than 3 days before the date that the meeting is to be held.
- 2.4 Notice must be given according to requirements set out in the Notices Section of this Bylaw.
- 2.5 Notice of a meeting is not necessary if:
 - a. all of the Directors are present, and none objects to the holding of the meeting,
 - b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
 - c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

- 2.6 The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose another Director to act as the Chair.
- 2.7 Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority of votes unless otherwise required by the Act.
- 2.8 Voting shall be by show of hands unless a majority of Directors request a secret ballot.
- 2.9 In case of an equality of votes, the Chair will have a second vote or casting vote.

Section 3 – Officers

Appointments and Removals

- 3.1 The Board will appoint from among the Directors a Chair and a Vice-President Finance at its first meeting following the annual meeting of the Corporation. The Executive Director will act as Secretary. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.
- 3.2 The Board may remove any Officer by resolution. An Officer may be removed for any reason.
- 3.3 Where the position of an Officer becomes vacant, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

Duties

3.4 **Chair**

The Chair shall be responsible for the general supervision of the affairs and operations of the Corporation, shall chair meetings of members and meetings of the Board, shall act as general spokesperson for the Corporation, shall represent and act as voting delegate for the Corporation at national meetings, and shall perform such other duties as may from time to time be established by the Board.

3.5 **Vice-President Finance**

The Vice-President Finance shall cause to be kept proper accounting records as required by the Act, when required shall provide the Board with an account of financial transactions and the financial position of the Corporation on a quarterly basis, shall present audited financial statements to members at the Annual General Meeting, shall advise the Executive Director on financial matters and shall perform such other duties as may from time to time be established by the Board.

3.6 **Executive Director**

The Executive Director shall carry out the mission of the Corporation and manage all operations and shall perform such other duties as may from time to time be established by the Board. Operations include written notices of all meetings of the Directors and members, maintain the register of members, ensure that all official documents and records of the Corporation are properly kept, shall be the custodian of the seal of the Corporation. The Executive Director shall act as Secretary of the Board.

3.7 **Other Duties**

Each Officer will perform the duties required by law or as the Board may determine from time to time.

- 3.8 Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

Section 4 – Conflicts of Interest

- 4.1 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 shall disclose fully and promptly the nature and extent of such interest to the Board or committee,
- 4.2 No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Section 5 – Members

5.1 Membership Classes & Fees

Membership in the Corporation shall consist of 5 class(es) of Members.

- 5.2 Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.
- 5.3 Unless otherwise determined by the Board, the membership year of the Corporation is its fiscal year.
- 5.4 Membership fees for all categories of members shall be as approved by the Board and changes to fees must be approved by majority vote of members at the Annual General Meeting.
- 5.5 Membership fees, for squash facilities where levied, are due and payable on October 31st of each year, except in the case of a competitive membership which shall be the individual's anniversary date of payment. All membership fees are non-refundable.
- 5.6 A member of the Corporation shall be in good standing provided that:
- a) The member owes no outstanding membership fees or other debt to the Corporation;
 - b) The member has not ceased to be a member;
 - c) The member has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
 - d) The member has complied with Constitution, Bylaws, policies, rules and regulations of the Corporation; and
 - e) The member is not subject to a disciplinary investigation or action of the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Corporation.
- 5.7 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.

Full Club Member

- 5.8 Any organized squash club, any club having a squash section, any organization or person which charges individual members for squash playing privileges, any school, university or community college where squash players are charged for squash playing privileges, other than a general athletic fee, if any, and any person or organization who owns a squash court and that has squash facilities, is eligible to apply for full club membership in the Corporation if that club, organization or person carries on squash activities in Ontario.
- 5.9 The term of membership of a Full Club Member shall be 1 year, subject to renewal according to the policies of the Corporation.
- 5.11As set out in the articles, each Full Club Member is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Full Club Member will be entitled to one (1) vote per paid-up court at such meetings.

Associate Community Member

- 5.12 Any community-oriented organization such as a community centre, recreation centre, or a 'Y' that has squash facilities, is eligible to apply for associate community membership in the Corporation if that community centre, recreation centre, or 'Y' is located in Ontario.
- 5.13 The term of membership of an Associate Community Member shall be 1 year, subject to renewal according to the policies of the Corporation.
- 5.14 As set out in the articles, each Member of the Associate Community Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Associate Community Member class will be entitled to one (1) vote equal to the number of paid-up courts at such meetings.

Associate Club Member

- 5.15 Any school, university or community college that has squash facilities where squash players are not charged for squash playing privileges, other than a general athletic fee, if any, is eligible to apply for associate club membership in the Corporation if that school, university, or community college is located in Ontario.
- 5.16 The term of membership of an Associate Club Member shall be 1 year, subject to renewal according to the policies of the Corporation.
- 5.17 As set out in the articles, each Member of the Associate Club Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Associate Club Member class will be entitled to one (1) vote at such meetings.

Competitive Member

- 5.18 Any person who participates in the game of squash is eligible to apply for a competitive membership.
- 5.19 The term of membership of a Competitive Member shall be 1 year, subject to renewal according to the policies of the Corporation.
- 5.21 As set out in the articles, Members of the Competitive Member class do not have voting rights at meetings of members.

Honourary Member

- 5.22 Any individual that the Board of Directors considers has contributed greatly to the development or promotion of squash in Ontario is eligible to be made an honorary member of the Corporation for a period to be determined by the Board of Directors. Honorary Members shall pay no membership fees.
- 5.23 The term of membership of a(n) Honourary Member shall be indefinite, subject to any disciplinary actions.
- 5.24 As set out in the articles, Members of the Honourary Member class do not have voting rights at meetings of members.

Transferral of Membership

5.25 Membership in the Corporation is not transferable.

Termination of Membership

5.26 A member may resign from the Corporation by giving written notice to the Secretary, except that a member may not resign from the Corporation when the member is subject to a disciplinary investigation or action of the Corporation. A member may be suspended from the Corporation for failing to pay membership fees by the prescribed deadline date. Should membership fees remain unpaid for an additional thirty (30) days, the member may be expelled from the Corporation. In addition to suspension or expulsion for failure to pay membership fees, a member may be suspended or expelled from the Corporation, or have other membership restrictions or sanctions imposed upon him, in accordance with the Corporation's policies and procedures relating to conduct and discipline of members.

Section 6 – Members’ Meetings

Annual Members’ Meeting

- 6.1 The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario or held virtually.
- 6.2 The Corporation shall hold an AGM no later than six (6) months after the end of the previous fiscal year.
- 6.3 The business at the annual meeting will include the following:
 - a. Approve the agenda for the AGM
 - b. Approve the minutes of the previous AGM and any special meetings
 - c. Approve the financial statements for the previous year
 - d. a report from the auditor or the person appointed to review the nonprofit’s finances
 - e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
 - f. elect directors
 - g. approve the annual membership fees, and
 - h. any new or special business that was included in the notice of the meeting
- 6.4 Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.
- 6.5 Any Member, upon request, shall be provided, not less than 21 days or other number of days 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 Bylaws or articles.

Special Members’ Meetings

- 6.6 The Board will convene a Special Members’ Meeting on written request of the voting members and not less than 10% of the votes for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

- 6.7 Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.
- 6.8 Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Quorum

- 6.9 A quorum for the transaction of business at a Members' Meeting is 25% of the total number of votes whether present in person or by proxy.
- 6.11 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.

Chair of the Meeting

- 6.12 The Chair shall be the chair of the Members' Meeting.
- 6.13 In the Chair's absence, the Board will select another Director to act as Chair.

Voting

- 6.14 Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.
- 6.15 The voting members of the Corporation are Full Club Members, Associate Community Members and Associate Club Members, who shall have one vote per paid-up court at meetings of members. Remaining categories of members do not have voting rights at meetings of members.
- 6.16 If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.
- 6.17 Votes will be taken by Voting shall be by a show of hands unless a majority of members approve a secret ballot.
- 6.18 The chair of the meeting will not have a vote.
- 6.19 If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.
- 6.21 An abstention will not be considered a vote cast.

Adjournments

- 6.22 The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. No business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a General Meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as if it was a new meeting.

Attendance

- 6.23 The only persons entitled to attend a Members' Meeting are:
- the voting Members
 - the Directors
 - the auditors of the Corporation and

- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Section 7 – Notices

- 7.1 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 shall be delivered:
- To the last address on record for that director or member
 - Telephone
 - Email
 - Other electronic means
 - As the directors determine
- 7.2 Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.
- 7.3 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.
- 7.4 No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 8 – Finances & Signing Authority

- 8.1 The financial year of the Corporation ends on May 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 8.2 The Board shall designate from among the Officers two or more individuals who shall have signing authority for all financial transactions, contracts and documents conducted in the name of the Corporation. All such transactions, contracts and documents shall require two signatures and once signed shall be binding upon the Corporation without any further authorization or formality.
- 8.3 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.
- 8.4 The Corporation may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution of the members approves such borrowing.
- 8.5 The Board shall ensure that all books and records of the Corporation required to be kept by the Act, the Constitution, these Bylaws or any other statute or law are regularly and properly kept.
- 8.6 The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

Section 9 – Adoption and Amendment of Bylaws

- 9.1 The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.
- 9.2 Only the voting Members may pass or amend this Bylaw.

Section 10 – Indemnification

- 10.1 The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer or Committee Member 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, Officer or Committee Member.
- 10.2 The Corporation shall not indemnify a Director, Officer, Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- 10.3 The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Committee Members, as the Board may determine.

Section 11 – Tournaments

- 11.1 No member of the Corporation, other than a Full Club Member, an Associate Club member or Associate Community member, shall hold a squash tournament in Ontario that affects a player's provincial rankings, unless such squash tournament has been sanctioned by the Corporation and such sanction has not been withdrawn.
- 11.2 A Corporation-sanctioned activity shall be any activity or event approved by the Corporation, and such sanction shall be granted only upon a written guarantee from the host club or facility that such activity will be carried out in accordance with the policies and procedures of the Corporation as may be adopted from time to time by the Board. This guarantee includes adherence to the Code of Conduct of the Corporation and to the rules of the game as established by the World Squash Federation.
- 11.3 Should a host club not abide by the terms and conditions under which a sanction has been granted, such sanction may be withdrawn.
- 11.4 Any player who is a member in good standing of the Corporation and of a member club or facility, or who is a member in good standing of his or her state, provincial or national squash association, may participate in any Corporation-sanctioned squash activity, provided the player meets any applicable residency requirements.

Section 12 – Definitions & Interpretation

12.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

12.2 Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

12.3 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

12.4 If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.