

SQUASH MANITOBA

CONSTITUTION and BYLAWS

APPROVED MAY 12, 2008



CONSTITUTION – SQUASH MANITOBA

1. MISSION STATEMENT

Squash Manitoba, a non profit organization, is dedicated to the development, growth, and effective administration of the sport of Squash in Manitoba through the provision of leadership, support, and promotion for its members and clubs. Squash Manitoba will provide superior quality support to its athletes, coaches, and officials while providing opportunities for fun, fitness, personal excellence, and high performance within a safe and secure atmosphere.

2. PURPOSE

To foster interest and participation in Squash in Manitoba and to govern and administer Squash within the province of Manitoba.

The activities of Squash Manitoba shall be carried out without purpose of gain for its members, and any revenues earned by Squash Manitoba shall be used for promoting its purposes.

Upon dissolution of Squash Manitoba, the assets which remain after satisfying all debts and liabilities shall be distributed to a charitable organization or organizations having purposes similar to those of Squash Manitoba, as determined by Squash Manitoba.

BYLAWS – SQUASH MANITOBA

Article 1 GENERAL

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of Squash Manitoba, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as “Squash Manitoba”.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- (a) Act - the Manitoba Corporations Act
 - (b) Auditor - an individual appointed by the members at the Annual General Meeting to audit the books, accounts and records of Squash Manitoba for a report to the members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of Squash Manitoba.
 - (c) Board - the Board of Directors of Squash Manitoba.
 - (d) Committee - any committee established by the Board to perform a certain task.
 - (e) Constitution - the Constitution of Squash Manitoba, comprising a statement of Squash Manitoba's purposes.
 - (f) Director - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - (g) Member - shall include all categories of membership pursuant to these Bylaws.
 - (h) Member in Good Standing - a member of Squash Manitoba, who has paid their fees, has not ceased to be a member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of Squash Manitoba.
 - (i) Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of members for which proper notice has been given.
 - (j) Representative - an individual appointed by a Club Member or a group of Individual Members to represent that member's interests at meetings of the members or at meetings of the Board, as the case may be.
 - (k) Special Resolution - a resolution passed by not less than three-quarters of the votes cast at a General Meeting of members for which proper notice has been given.
 - (l) Committees - any committee that may be established by the Board.
- 1.3 Ruling on Bylaws - Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws, which is contradictory, ambiguous or unclear.

Article 2 HEAD OFFICE

The head office of Squash Manitoba shall maintain a resident office at Sport Manitoba as a funding condition by Sport Manitoba.

Article 3 MEMBERSHIP

Categories of Membership

- 3.1 Squash Manitoba has the following classes of membership:
- (a) Club Member
 - (b) Individual Member

Qualifications for Membership

- 3.2 Club Member – An organization or club that generally supports the objectives of Squash Manitoba and has squash courts in its facility or has access to courts at a facility for use of its own membership.
- 3.3 Individual Member – Any person who has satisfied the requirement for admission and has paid the fees established by the Board.

Admission of Members

- 3.4 Membership in Squash Manitoba is open to any club or individual resident of the Province of Manitoba, provided they uphold the rules of Squash Manitoba and Squash Canada and pay the prescribed fees by the established date.

Voting Rights of Members

- 3.5 Members shall have the following voting rights at all meetings of members:
- (a) Club Members shall appoint a representative who may attend and participate at General Meetings and shall have one vote;
 - (b) Directors may attend and participate at General Meetings and shall have one vote; and
 - (c) Individual Members may attend and participate at General Meetings but may not vote;

Membership Fees

- 3.6 Year - Unless otherwise determined by the Board, the membership year of Squash Manitoba shall be June 1 to May 31.
- 3.7 Fees - Membership fees for each category of membership shall be determined by Ordinary Resolution at the Annual General Meeting for the next membership year.

Withdrawal, Suspension and Termination of Membership

- 3.8 Resignation - A member may resign from Squash Manitoba by giving written notice to the Board.
- 3.9 May Not Resign - A member may not resign from Squash Manitoba when the member is subject to a disciplinary investigation or action of Squash Manitoba.
- 3.10 Arrears - A member may be suspended from Squash Manitoba for failing to pay membership fees, where levied, by the deadline date prescribed by the Board. Should membership fees remain unpaid for an additional 90 days, the member may be expelled from Squash Manitoba.
- 3.11 Discipline - In addition to suspension or expulsion for failure to pay membership fees, a member may be suspended or expelled from Squash Manitoba in accordance with Squash Manitoba's policies and procedures relating to discipline of members.
- 3.12 Cease to Be a Member – A Club Member shall cease to be a member upon its dissolution or winding up of affairs.
- 3.13 Rights of Members – Any member in good standing is entitled to receive notice of member meetings, attend member meetings, speak at member meetings and exercise other rights and privileges given to members in these Bylaws.
- 3.14 Obligations of Members – All members must pay the fees assessed to them to remain members in good standing. All members must comply with the Code of Conduct for Squash Manitoba.

Article 4 GOOD STANDING

- 4.1 A member of Squash Manitoba shall be in good standing provided that:
- (a) They have no outstanding membership fees or other debt to Squash Manitoba;
 - (b) They have not ceased to be a member;
 - (c) They have not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon them;
 - (d) They have complied with Constitution, Bylaws, Policies, Rules and Regulations of Squash Manitoba;
 - (e) They are not subject to a disciplinary investigation or action of Squash Manitoba, or if subject to disciplinary action previously, they have fulfilled all terms and conditions of such disciplinary action to the satisfaction of Squash Manitoba.
- 4.2 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.

Article 5 GOVERNANCE

Composition of the Board

- 5.1 Directors - The Board of Directors shall consist of seven Directors all of whom shall reside in Manitoba.
- 5.2 The Executive Director is an ex-officio of the Board and is a non-voting member of the Board.

Powers of the Board

- 5.3 Powers of Squash Manitoba - Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has the powers of Squash Manitoba and may delegate any of its powers, duties and functions.
- 5.4 Managing the Affairs of Squash Manitoba - The Board may make policies and procedures for managing the affairs of Squash Manitoba in accordance with the Act, the Constitution and these Bylaws.
- 5.5 Discipline - The Board may make policies and procedures relating to discipline of members, and shall have the authority to discipline members in accordance with such policies and procedures.
- 5.6 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within Squash Manitoba and all disputes shall be dealt with in accordance with such policies and procedures.
- 5.7 Employment of Individuals - The Board may employ such individuals, as it deems necessary to carry out the work of Squash Manitoba.

Election and Appointment of Directors

- 5.8 Directors shall be elected or appointed as follows:
With the exception of the Past-President who shall become a Director automatically, Directors shall be elected at the Annual General Meeting by those members in attendance eligible to vote pursuant to Bylaw 3.5.

Resignation and Removal of Directors

- 5.9 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board.
- 5.10 May Not Resign - A Director may not resign from Squash Manitoba when the Director is subject to a disciplinary investigation or action of Squash Manitoba.

- 5.11 Vacate Office - The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board.
- 5.12 Removal – A Director may be removed from office before the expiration of the term by a special resolution of members present and voting at an Annual General Meeting or at a Special Meeting of members duly convened for the purpose. A Director whose membership has been cancelled shall be removed from office.
- 5.13 Vacancies on the Board – So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified members of Squash Manitoba if they see fit to do so. Otherwise, the vacancy will be filled at the next Annual General Meeting at which the Directors are elected.

Meetings of the Board

- 5.14 Number of Meetings - The Board shall hold at least six meetings per year.
- 5.15 Call of Meeting - The meetings of the Board shall be at the call of the President or at the call of the Executive Director if at least 50% of Directors make a written request to the Executive Director to call a meeting.
- 5.16 Notice - Written notice of Board Meetings shall be given to all Directors at least 7 days prior to the date of the meeting.
- 5.17 Quorum - A quorum shall be 50% of Directors of the Board.
- 5.18 President - If the President is absent from the meeting, the Vice-President shall preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.
- 5.19 Voting - Unless specified otherwise, questions shall be decided by majority vote, where the President votes only to break a tie. Voting shall be by show of hands unless a majority of the Directors approve a secret ballot.
- 5.20 Telephone – A Director may, if all the Directors of Squash Manitoba consent, participate in a meeting of the Board by means of telephone or teleconferencing. All persons participating in the meeting must be able to hear each other. A Director participating in the meeting by this means is deemed to be present at that meeting.
- 5.21 Decisions in Lieu of Meetings – If all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

Directors

- 5.22 Directors - The Directors of Squash Manitoba are the President, Vice-President, Secretary, Treasurer, two (2) Directors at Large and the Past-President.
- 5.23 Length of Term - Each Director shall be elected for a two-year term and no Director, other than the Past President shall serve more than two consecutive two-year terms in the same position.
- 5.24 Duties - The duties of Directors are as follows:

The **President** shall:

- (a) Ensure the business of Squash Manitoba is carried out in a manner consistent with the Constitution and By-Laws of Squash Manitoba.
- (b) Supervise and coordinate the efforts of all Directors and activities of Squash Manitoba
- (c) Chair the Board Meetings and General Meetings.
- (d) Act as an ex-officio member of all Squash Manitoba committees.
- (e) Perform such other duties as required.

The **Vice-President** shall:

- (a) Assist the President in the performance of his duties
- (b) In absence of the President, exercise the authority and perform the duties of the President.
- (c) Perform such other duties as required or assigned by the President.

The **Secretary** shall:

- (a) Ensure the minutes of all meetings are duly recorded. The minutes will be kept by the Secretary or other designated individual but will remain the responsibility of the Secretary. A copy of the minutes will be circulated to pertinent members, no later than three (3) days prior to the next Board or Annual General Meeting.
- (b) Ensure all notices of motion with the meeting agenda to all relevant members are distributed no later than three (3) days prior the next Board or Annual General Meeting.
- (c) Ensure a list is kept of all member clubs, individual members, elected and appointed Directors and Club Representatives; their mailing and email addresses as well as telephone numbers.
- (d) Ensure that all books, records and documents are kept and filed at the Squash Manitoba office.
- (e) Perform such other duties as required or assigned by the President.

The **Treasurer** shall:

- (a) Be fully responsible for all funds and securities of Squash Manitoba.
- (b) Ensure all Account Books are properly maintained and must produce them at the request of any Director. All books shall be subject to an annual review by the Directors.
- (c) Present a report at all meetings of the Board and the Annual General Meeting.
- (d) Prepare an annual statement including a Forecast Budget for the following year.
- (e) Perform such other duties as required or assigned by the President.

The **Directors-at-Large** shall:

- (a) Be responsible for any task that is assigned by the President or a simple majority vote of the Board.

The **Past-President** shall:

- (a) Be responsible for providing guidance, direction and advice on all matters of squash activity, policies, and procedures.
- (b) Perform such other duties as required or assigned by the President.

Committees

- 5.25 The Board may appoint such committees as it deems necessary for managing the affairs of Squash Manitoba 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.
- 5.26 A quorum for any committee shall be a simple majority of its members.
- 5.27 When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the committee membership as specified in Squash Manitoba's bylaws.
- 5.28 The Board may remove any member who it has appointed to any committee who has not acted in the best interests of Squash Manitoba.

Remuneration

- 5.29 All Directors and members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

Conflict of Interest

- 5.30 A Director 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 Squash Manitoba shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as documented in Squash Manitoba Policies and Procedures Manual.

Article 6 MEETINGS OF MEMBERS

General Meetings

- 6.1 Types of Meetings - General Meetings of members shall include Annual General Meetings and Special General Meetings.
- 6.2 Notice - Written notice of General Meetings shall be given to all members at least 14 days prior to the date of the meeting.
- 6.3 Annual General Meeting - Squash Manitoba shall hold an Annual General Meeting within 6 month's of Squash Manitoba's year end in accordance with the Manitoba Corporations Act.
- 6.4 Special General Meeting - A Special General Meeting of the members may be called at any time at the discretion of the Board or upon the written request of 50% percent or more of the voting members of Squash Manitoba. A Special Meeting shall be held within 30 days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.
- 6.5 Quorum - Quorum at a General Meeting shall be 50% of the combined total of the current Board of Directors and the Club Members or their Representative.
- 6.6 Business at Meetings - Election of Directors, approval of financial statements, and appointment of the Auditor may only be conducted at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or Special General Meetings.
- 6.7 Voting - Unless specified otherwise, questions shall be decided by Ordinary Resolution. Voting shall be by show of hands unless a majority of the members approve a secret ballot. A tied vote on a resolution will result in non-passage of the resolution

6.8 Proxy - Voting by proxy shall not be permitted.

Article 7 FINANCE AND MANAGEMENT

7.1 Fiscal Year - Unless otherwise determined by the Board, the fiscal year of Squash Manitoba shall be June 1 to May 31.

7.2 Auditor - At each Annual General Meeting the members eligible to vote according to Bylaw 3.5 shall appoint an Auditor.

7.3 Signing Authority - The Board shall designate from among the Directors two or more individuals, as well as the Executive Director, who shall have signing authority for all financial transactions and contracts conducted in the name of Squash Manitoba. All such transactions and contracts shall require two signatures.

7.4 Property - Squash Manitoba 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.

7.5 Borrowing - Squash Manitoba may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution approves such borrowing.

7.6 Books and Records - The Board shall ensure that all books and records of Squash Manitoba required to be kept by the Act, this Bylaws or any other statute or law are regularly and properly kept.

Article 8 INDEMNIFICATION

8.1 Shall Indemnify - Squash Manitoba shall indemnify and hold harmless out of the funds of Squash Manitoba each Director 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 Director.

8.2 Shall Not Indemnify - Squash Manitoba shall not indemnify a Director or any other individual for acts of fraud, dishonesty, or bad faith.

8.3 Insurance - Squash Manitoba must purchase Comprehensive General Liability Insurance Coverage.

Article 9 NOTICE

9.1 Written Notice - In these Bylaws, written notice shall mean notice which is hand-delivered, faxed, emailed or provided by mail or courier to the address of record of Squash Manitoba, Director or member, as the case may be.

- 9.2 Days - In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.
- 9.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the members, the failure of any Director or member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the Meeting.

Article 10 AMENDMENT OF BYLAWS

- 10.1 Special Resolution - These Bylaws may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.
- 10.2 Notice - The 14 days written notice of the General Meeting of Squash Manitoba must include details of the proposed resolution to change the Bylaws.

Article 11 ADOPTION OF THESE BYLAWS

- 11.1 Ratification by Members - These Bylaws are ratified by a Special Resolution of the members on May 12, 2008.
- 11.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the members of Squash Manitoba repeal all prior Bylaws of Squash Manitoba provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.
- 11.3 Enactment of Bylaws - These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar.

Article 12 DISSOLUTION

- 12.1 Upon dissolution of Squash Manitoba and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations in accordance with the provisions of the Corporations Act.

Article 13 RULES OF ORDER

- 13.1 Robert's Rules of Order shall apply at all meetings of the Board, committees and members of Squash Manitoba except insofar as such rules of order may be at variance with this bylaw.