

## SQUASH ALBERTA ASSOCIATION BYLAWS

### 1.0 Name

- 1.1 Name - The name of the association shall be "Squash Alberta Association", hereinafter also referred to as "the Association".

### 2.0 General

- 2.1 Definitions - The following terms have these meanings in these By-laws:

- a) *Act* – the Alberta *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* – the Squash Alberta Association.
- c) *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting in accordance with the Act.
- d) *Board* – the Board of Directors of the Association.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Governing Documents* – the Association's By-laws, policies, procedures, rules and regulations, etc.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
- i) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- k) *Special Resolution* –
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
  - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

- 2.2 Corporate Seal – The Association will have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board, and will be kept in the custody of the Secretary.

- 2.3 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits to the Association will be used in promoting its objects.

- 2.4 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

- 2.5 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

### **3.0 Head/Registered Office**

3.1 Head/Registered Office - The head/registered office of the Association shall be located in the Province of Alberta in a location prescribed by the Board of Directors of the Association. The Board of Directors may establish any other offices and/or agencies as deemed necessary or expedient.

### **4.0 Membership**

4.1 Categories – The Association has the following categories of Member:

- a) Active Member – Any individual who is a participant or athlete registered with the Association, who is 19 years of age or older, has agreed to abide by the Association’s Governing Documents, and resides in or whose domicile is in Alberta.
- b) Junior Member – Any individual who is a participant or athlete registered with the Association, who is 18 years of age or younger as of July 1, has agreed to abide by the Association’s Governing Documents (who has had a parent or guardian agree to abide by the Association’s Governing Documents on behalf of the individual), and resides in or whose domicile is in Alberta.
- c) Club Affiliate Member – Any organization that operates a Squash facility that provides squash programming in the Province of Alberta.
- d) Associate Member – Any person/organization who does not own or operate a squash facility or is an Active/Junior Member, wishes to support squash in the Province of Alberta and has agreed to abide by the Association’s Governing Documents.
- e) Honorary Member – Any individual who has made a significant contribution to the growth and development of the sport of Squash in Alberta, who has agreed to abide by the Association’s Governing Documents and nominated by at least two Association Directors and two-thirds (2/3<sup>rd</sup>s) approval of the Board of Directors.

4.2 Junior Member – A Junior Member may assume a Junior Membership until June 30<sup>th</sup> of the following calendar year and also has the option of paying an Active membership fee and become an Active Member.

4.3 Honorary Member – An Honorary Member may by paying an Active membership fee and become an Active Member.

### **Admission and Renewal of Members**

4.4 Admission and Renewal of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Association;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Association’s Governing Documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 4.1 and 4.2; and,
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

## **Dues and Duration**

- 4.5 Year – Unless otherwise determined by the Board, the membership year of the Association will be July 1<sup>st</sup> to June 30<sup>th</sup>.

## **Fees, Dues and Assessments**

- 4.6 Fees, Dues and Assessments - Fees, dues and assessments to be paid to the Association as incident of membership shall be determined by the Board of Directors. Fees paid are non-refundable except under extraordinary circumstances as determined by the Board of Directors in their sole discretion.
- 4.7 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 4.8 Deadline – Members will be notified in writing of monies payable by them to the Association, and if the monies are not paid within sixty (60) days of the notice of default, the Member in default will automatically cease to be a Member of the Association.

## **Transfer, Suspension, and Termination of Membership**

- 4.9 Transfer – Membership in the Association is non-transferable.
- 4.10 Suspension or Expulsion - Any Member, upon a two-thirds (2/3rds) vote of the Board of Directors at a meeting of the Board, can be suspended from membership for any cause, which the Association may, in its sole and unfettered discretion, deem reasonable, without right of review, provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 4.11 Reinstatement - The Board of Directors may reinstate a Member previously suspended upon a two-thirds (2/3rds) vote in favor of reinstatement.
- 4.12 Termination – Membership in the Association will terminate immediately upon:
- a) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
  - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 4 of these By-laws;
  - c) Resignation by the Member by giving written notice to the Association;
  - d) Dissolution of the Association;
  - e) The Member’s death; or
  - f) By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 4.13 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action by the Association.
- 4.14 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Board.

- 4.15 Discipline – A Member may be disciplined in accordance with the Association’s policies and procedures relating to the discipline of Members.
- 4.16 Dues Payable – Any dues, subscriptions, or other monies owed to the Association by suspended or expelled Members will remain due.

### **Good Standing**

- 4.17 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Association;
  - d) Has complied with the By-laws, policies, and rules of the Association;
  - e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required membership dues.
- 4.18 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or 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.

### **5.0 Regions**

- 5.1 Regions - There shall be a minimum of five (5) Regions of the Association each of which shall have one representative who resides in the Region as a Director on the Board of the Association for a one-year term. The five (5) Regions are: Northern Alberta, Edmonton, Central Alberta, Calgary and Southern Alberta.
- 5.2 Composition - The Members of each Region shall comprise those Members of the Association who reside in or whose domicile is within the geographic boundary of such Region. The Board of Directors subject to ratification by an Ordinary Resolution of Members at a Members Meeting shall determine these Regions from time to time. A map indicating the boundaries shall be kept at the head office of the Association.

### **6.0 Board of Directors**

#### **Composition of the Board**

- 6.1 Composition of the Board – The Board will consist of the following:
- a) President
  - b) Secretary
  - c) Treasurer
  - d) Two (2) Executive Officers
  - e) Five (5) Regional Directors
  - f) One Male and one Female Athlete Representative

#### **Eligibility of Directors**

- 6.2 Eligibility – To be eligible for election as a Director, an individual must at a minimum:
- a) Be nineteen (19) years of age or older;

- b) Have the power under law to contract;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

### **Election of President, Secretary, Treasurer and Executive Officers**

- 6.3 Nomination – Any nomination of an individual for election as the President, Secretary, Treasurer or Executive Officers will:
- a) Include the written consent of the nominee by signed or electronic signature;
  - b) Include a cover letter and resume of the nominee;
  - c) Include the endorsement of two (2) Active Members in writing by signed or electronic signature;
  - d) Be submitted to the Registered Office of the Association seven (7) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 6.4 Incumbents – The current President, Secretary, Treasurer or Executive Officers wishing to be re-elected are not subject to nomination but must notify the Association of their interest for re-election seven (7) days prior to the Annual General Meeting.
- 6.5 Nominations from the Floor – Nominations will not be accepted from the floor of an Annual General Meeting.
- 6.6 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 6.7 Election – The President, Treasurer, Secretary and Executive Officers will be elected as follows:
- a) The President, Treasurer and one (1) Executive Officer will be elected at alternate Annual General Meetings to those listed in sub-section b.
  - b) The Secretary, and one (1) Executive Officer will be elected at alternate Annual General Meetings to those listed in sub-section a.
- 6.8 Elections – Elections for President, Treasurer, Secretary and Executive Officers will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by coin flip.

### **Appointment of Regional Directors**

- 6.9 Regional Director - Any Active Member of the Association in good standing who resides in the Region can be nominated for a Regional Director position with two endorsement signatures of Active Members of the Association in good standing from that Region. The nomination must be received by the office of the Association 20 days prior to the Annual General Meeting. The Board of Directors will vote on the nominations of the Regional Director and the winner will be declared by majority vote of the Board of Directors. If no nomination is received from the Region the Board of Directors will appoint a Regional Director for the term.

### **Athlete Representatives**

6.10 Athlete Representatives - Any Active Member of the Association in good standing can be nominated for an Athlete Representative position on the Board of Directors with two endorsement signatures of Active Members in good standing. The nomination must be received by the office of the Association 20 days prior to the Annual General Meeting. The Board of Directors will vote on the nominations of the Athlete Representatives and the winners will be declared by majority vote of the Board of Directors. If no nomination is received from the Active Members, the Board of Directors will appoint the Athlete Representatives for the term.

### **Terms**

6.11 Terms – The positions of President, Treasurer, Secretary and two Executive Officers will serve terms of two (2) years; the Regional Directors and Athlete Representatives will serve a term of one (1) year; and will hold office until they or their successors have been duly elected or appointed in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

6.12 Maximum Terms – The President, Treasurer, Secretary and two Executive Officers can only hold one position for a maximum of six consecutive years.

### **Resignation and Removal of Directors**

6.13 Resignation and Removal - The position of a Director or Officer shall be automatically vacated forthwith:

- a) If he/she resigns his/her office by delivering a written resignation to the Secretary at the head office of the Association;
- b) If he/she ceases to become a member in good standing of the Association or a resident of the Province of Alberta;
- c) If he/she dies or is declared mentally incompetent pursuant to statute or law;
- d) If a Special Resolution to remove him/her from office prior to the expiry of his/her term of office is passed at a Members Meeting for which reasonable written notice of, and the opportunity to be present and to be heard is provided.
- e) If he/she is absent from two consecutive meetings without reasons determined satisfactory to the Board of Directors.
- f) If he/she is found to be incapable of managing property by a court or under Alberta law.
- g) If he/she becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent.

6.14 Investigation – When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

### **Filling a Vacancy on the Board**

6.15 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting.

### **Meetings of the Board**

6.16 Call of Meeting - Meetings of the Board of Directors shall be held as often as required upon the call of the President or upon written request from five (5) Directors provided such demand states the business to be brought forward at the meeting.

- 6.17 Notice - Notice in writing of any meeting of the Board of Directors stating the day, time and place of the meeting shall be delivered to each Director at least fourteen (14) days before the meeting is to be convened. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.18 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- 6.19 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon an Ordinary Resolution. In the event of a tie, the President is entitled to a second vote.
- 6.20 Proxy - There will be no voting by proxy at a Directors Meeting.
- 6.21 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.
- 6.22 Written Resolutions – A resolution in writing or electronically signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 6.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. Notwithstanding this Section, the immediate Past President and the Executive Director of the Association are eligible to attend meetings of the Board with the right to speak, unless determined otherwise by the President.
- 6.24 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected, removed or resigned. If there is no Immediate Past President, as defined herein, the position of Immediate Past President will remain vacant. The Immediate Past President shall be an ex-officio (non-voting) member of the Board.
- 6.25 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Duties of Directors**

- 6.26 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Association; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers and Duties of the Board**

- 6.27 Powers of the Board - The Board of Directors shall have the power to govern all matters that affect the Association in accordance to these bylaws. The Board may delegate any of its powers, duties and functions.
- 6.28 Empowered – The Board is empowered, including but not limited to:
- a) Attend meetings of the Board of Directors and General or Special Meetings.
  - b) Ensure that the affairs of the Association are managed in accordance with the bylaws and policies of the Association.

- c) Promoting goals and plans of the Association and assigning priorities.
- d) Implement the Governing Documents of the Association.
- e) Approve the annual budget of the Association.
- f) Without limiting the general responsibility of the Board, delegating specific powers and duties to the Executive Committee.
- g) Make policies and procedures.
- h) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- i) Make expenditures for the purpose of furthering the objects and purposes of the Association.
- j) Perform any other duties from time to time as may be in the best interests of the Association.

## **7.0 Executive Committee**

- 7.1 Executive Committee - The Executive Committee shall govern the affairs of the Association between meetings of Board of Directors, except insofar as delegation of such power is prohibited by statute or by any provision of the bylaws of the Association.
- 7.2 Composition - The Executive Committee shall consist of the President, Secretary, Treasurer, and two other Executive Officer positions.
- 7.3 Ex-Officio - The Executive Director shall be an ex-officio member with no voting rights.

## **Powers and Duties of the Executive Committee**

- 7.4 Powers of the Executive Committee – The Executive Committee is empowered, including but not limited to:
  - a) To structure a committee for the hiring of an Executive Director with the Board of Directors approving the recommended candidate.
  - b) Monitor, evaluate, counsel and compensate the Executive Director.
  - c) Determine other staffing requirements in conjunction with the Executive Director and recommend same to Board.
  - d) Maintain all financial accounts and records of the Association.
  - e) Keeping the Board informed of the affairs of the Association.
- 7.5 Each position on the Executive has a two (2) year term of office. The positions for Secretary and one of the Executive Officers will be filled on even years while the positions for President, Treasurer and one Executive Officer will be filled on odd years. A member of the Executive Committee can serve in one position for a maximum of six consecutive years.
- 7.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.
- 7.7 Quorum - Quorum will consist of a three (3) of the Executive Committee’s Officers present.
- 7.8 Voting – Each Executive Committee member is entitled to one vote excluding the Executive Director who is not entitled to vote. Voting will be by a show of hands unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President of the Association is entitled to a second vote upon a tie.

7.9 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

## **8.0 Meetings of the Association**

8.1 Types of Meetings - Meetings of Members shall consist of Annual or Special.

8.2 Error or Omission - No error or omission in giving notice to any Director, Member or Auditor of any Meeting shall invalidate or make void any proceedings or decisions made at such a meeting.

8.3 Chair - The Chairperson of a meeting shall be the President of the Association. In the absence of or conflict the President, the other members of the Executive Committee will act on his/her behalf in the following order: Secretary, Treasurer, or another member of the Executive Committee. If either the President nor another member of the Executive Committee is present, the voting delegates present shall choose another Director as Chairperson provided always that such a Director might decline his/her appointment. If no Director is present or if all Directors decline to act as Chairperson, the voting delegates present shall choose one from their own number to be Chairperson.

8.4 Notice - Members of the association must be notified of a General or Special Meeting stating the day, hour and place of the meeting and the general nature of the business at least twenty-eight (28) days before the date of said meeting by email and/or mail.

8.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

8.6 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

8.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.

8.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

## **Annual General**

8.9 The Annual General Meeting of the Association shall be held in Alberta at such time and place as may be fixed by the Board of Directors and will be held within fifteen (15) months of the last Annual General Meeting.

- 8.10 The general order of business at the Annual General Meeting of Members of the Association may be:
- a) Call to Order
  - b) Establishment of Quorum
  - c) Approval of the Agenda
  - d) Adopting the minutes of the last Annual General Meeting;
  - e) Report of the Auditor
  - f) Approval of Auditor for the upcoming fiscal year
  - g) Consider matters specified in the meeting notice
  - h) Elections
  - i) Adjournment

### **Special Meeting**

- 8.11 Special Meeting - A Special Meeting of the Association may be called by the Executive Committee, by Ordinary Resolution of the Board of Directors, or by the bona fide written demands for same from at least twenty five per cent (25%) of the voting Members of the Association, stating the same or similar cause for convening such a Special Meeting upon due notice at such time and place in Alberta that may be fixed by the Board of Directors. Members will be notified at least twenty-eight (28) days before the date of said meeting by email and/or mail.
- 8.12 Agenda - Only business stated on the agenda will be undertaken at a Special Meeting.

### **Voting**

- 8.13 Deadline - Voting rights shall be based on memberships as of June 30th prior to the Annual General Meeting.
- 8.14 Voting Rights – Members have the following voting rights at all meetings of the Members:
- a) Active Members may exercise one vote at all meetings of the Members.
  - b) Junior Members may attend meetings of the Members but are not entitled to vote.
  - c) Club Affiliate Members may exercise five (5) votes per court at all meetings of the Members via the Club Affiliate Members Delegate.
  - d) Associate Members – may attend meetings of the Members but are not entitled to vote.
  - e) Honorary Members – may attend meetings of the Members but are not entitled to vote.
- 8.15 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. A proxy must:
- a) Be signed by the voting Member;
  - b) Comply with the format stipulated by the Association; and
  - c) Be submitted to the Registered Office of the Association at least ten (10) business days prior to the meeting of the Members
  - d) Regional Director holding proxy – Regional Directors shall be deemed to hold proxies for all Members in their respective Regions, except for members who attend in person or by proxy.
- 8.16 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

8.17 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the resolution is defeated.

### **Quorum**

8.18 At any General Meeting, or Special Meeting, of the Association, three (3) regions must be represented and at least fifty percent (50%) of the voting Members of the Association must be represented to constitute a quorum.

### **9.0 Officers of the Association**

9.1 Officers - The officers of the Association shall consist of President, Secretary, Treasurer, and two Executive Officers. These officers represent the Executive Committee of the Association.

9.2 Duties – The duties of Officers are as follows:

- a) The general roles and responsibilities of the President of the Association are:
  - i. To preside at all meetings of the Association, the Board of Directors and the Executive Committee.
  - ii. To act as spokesperson of the Association
  - iii. To provide the supervision of the affairs of the Association.
  - iv. To represent the Association at all General Meetings of Squash Canada or its successor and other meetings of a provincial or national nature; as deemed appropriate.
- b) The general roles and responsibilities of the Secretary, Treasurer and Executive Officers of the Association are:
  - i. In absence of the President, to act on his/her behalf in the following order; Secretary, Treasurer, and Executive Officers.
  - ii. To be members of the Executive Committee and Board of Directors.
  - iii. To communicate with the Board of Directors.

9.3 Additional Responsibilities - In addition to all responsibilities stated in 9.2, the Secretary shall attend all meetings of the Association and of the Board, and ensure accurate minutes of the same are kept; the Treasurer shall oversee the financial management of the Association.

9.4 Executive Director - The Executive Director is a staff position, reporting to the Board through the President, which shall be an ex-officio (non-voting) member on the Board of Directors, Executive Committee and all Board Committees. The duties of the Executive Director shall be as defined by the Board, as amended from the time to time.

9.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Director.

### **10.0 Committees**

10.1 Appointment of Committees - The Board of Directors may from time to time establish committees as deemed necessary.

10.2 Removal – The Board may remove any member of any Committee.

## **11.0 Liability of Directors and Officers**

- 11.1 Liability - No Director or Officer of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer or employee for any loss, damage or expense sustained by the Association, through the insufficiency or deficiency of title to any property of the Association or for the insufficiency or deficiency of any security in or upon which any monies of the Association shall be placed.
- 11.2 Indemnification - Any person acting in his/her capacity as a Director, Officer, employee or agent of the Association who has undertaken any liability on behalf of the Association shall, from time to time and without unreasonable delay, be respectively indemnified out of the funds of the Association from and against:
- (a) All costs, charges and expenses whatsoever which have been incurred in any action, suit or proceeding which is commenced against him/her in respect of any act, deed, matter or thing whatsoever made, done or permitted in the execution of the duties of his/her office, employment or agency in respect of any such liability; and
  - (b) All other costs, charges and expenses which he/she sustains or incurs in relation to the affairs of the Association as outlined by the policies of the Board of Directors.

## **12.0 Finance and Management**

- 12.1 Fiscal Year - The fiscal year of the Association shall commence on the first (1<sup>st</sup>) day of July of each year and shall end on the thirtieth (30<sup>th</sup>) day of June of the following year.
- 12.2 Financial Records and Audit - The financial books, accounts and records of the Association with respect to a fiscal year shall be audited within ninety (90) days of the end of that fiscal year by a duly qualified accountant, or by two (2) Members of the Association, elected for that purpose at a General Meeting of Members. If Members of the Association are chosen, they cannot be Members of the Board of Directors.
- 12.3 Inspection - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records of the Association are open for inspection by the members at the head office of the Association upon 48 hours' notice and reasonable rationale during the Association's business hours.
- 12.4 Banking - The banking business of the Association, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions. All such banking business, or any part thereof, shall be transacted on the Association's behalf by the Treasurer and/or Executive Director.
- 12.5 Bank Accounts - No committee or Officer of the Association, save and except the Treasurer and/or Executive Director, may establish and maintain a bank account on behalf of the Association, except by prior approval of the Board of Directors.
- 12.6 Borrowing - For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Association, and with the approval of the Board of Directors.

12.7 Signing Authority - The responsibility for financial signing authority on behalf of the Association lies with the person or persons appointed by the Board.

### **Remuneration**

12.8 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Association under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

12.9 Conflict of Interest – 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 Association 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.

### **13.0 General Matters and Interpretation**

13.1 Any matter of order or procedure regarding meetings of the Association for which provision has been or has not been made for in this by-law shall be determined in accordance with the latest edition of Robert's Rules of Order.

### **14.0 Dissolution**

14.1 Upon the dissolution or liquidation of the Association, its assets after payment of or provision for payment of all its debts and liabilities has been made, shall be delivered to any non-profit group(s) or association(s) in Alberta as directed by the Board of Directors, with the intent that the proceeds be used to further the development of squash in Alberta.

### **15.0 Amendment of By-Law**

15.1 This by-law and any other by-law may be rescinded altered or added to by way of a Special Resolution, provided always that no such rescission or alteration and/or addition shall go into effect until it has been registered by the Registrar of Corporations of the Province of Alberta.

### **16.0 Invalidity of any Provisions of By-Law**

16.1 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.

### **17.0 Adoption of these By-Laws**

17.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Association at a meeting of Members duly called and held on September 16<sup>th</sup>, 2017.

17.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.