



Constitution and Bylaws

CONSTITUTION

1. The name of the Corporation is “Squash Ontario”.
2. The objects of the Corporation are:
 - a) To promote the game of squash racquets in Ontario and to arrange and encourage squash matches and squash competitions within Ontario;
 - b) To participate in and seek affiliation with other organizations wherever situate, with a view to the promotion of the game of squash racquets;
 - c) To encourage and promote proficiency and excellence by Canadians in all aspects of the game of squash racquets;
 - d) To uphold and promote the rules of squash racquets as may be adopted from time to time by the Canadian Squash Racquets Association (“Squash Canada”);
 - e) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objects.
3. The head office of the Corporation is to be located in the Municipality of Toronto in the Province of Ontario.
4. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
5. The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
6. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations that carry on their work solely in Canada.

BYLAWS

Article 1 General

1.1 These Bylaws relate to the general conduct of the affairs of Squash Ontario, a corporation incorporated under the Ontario Corporations Act and referred to as the “Corporation” in these bylaws.

1.2 The following terms have these meanings in these Bylaws:

- a) Act - the Ontario Corporations Act.
- b) Auditor - an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Corporation.
- c) Board - the Board of Directors of the Corporation.
- d) Days - shall mean total days, irrespective of weekends or holidays.
- e) Director - an individual elected to serve on the Board pursuant of these Bylaws.
- f) Officer - an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- g) Ordinary Resolution - a resolution passed by not less than a majority of the votes cast at a General Meeting of members, or Regional Meeting of members for which proper notice has been given.
- h) Registered Address - the most recent address of record in the register of members.
- i) Registrar - the Ontario Ministry of Consumer and Commercial Relations, or any successor or replacement agency.
- j) Special Resolution - a resolution passed by not less than two-thirds of the votes cast at a General Meeting of members, or Regional Meeting of members for which proper notice has been given.

1.3 Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear.

Article 2 Membership

Categories of Membership

2.1 The Corporation has nine (6) classes of membership.

- a) Full Club Member
- b) Associate Club Member
- c) Associate Community Member
- d) Honorary Member
- e) Competitive Member
- f) Out of Province Member

Description of Membership Categories

2.2 Full Club Member - 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.

2.3 Associate Club Member - 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.

2.4 Associate Community Member - 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.

2.5 Honorary Member - 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.

2.6 Competitive Member- Any person who participates in the game of squash is eligible to apply for a competitive membership.

2.7 Out of Province Member - Any squash club or facility located outside the province of Ontario may become an Out of Province member provided that squash club or facility is a member in good standing of its applicable provincial, state or national squash racquets association.

Admission for Membership

2.11 No organization or individual shall be admitted as a member unless:

- a) The member candidate has made an application for membership in a manner prescribed by the Corporation or
- b) The member candidate has been approved as a member by the Board or by any committee or individual delegated this authority by the Board
- c) The member candidate has paid fees as prescribed by the Corporation

Voting Rights of Members

2.12 The voting members of the Corporation are Full Club Members, Associate Club Members and Associate Community 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.

Termination of Membership

2.14 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.

2.15 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.

2.16 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.

Article 3 Fees

3.1 Unless otherwise determined by the Board, the membership year of the Corporation is the calendar year.

3.2 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.

3.3 Membership fees, for squash facilities where levied, are due and payable on January 1st of each year, except in the case of a competitive membership which shall be the individual's anniversary date of payment.

3.4 Membership fees for competitive members are based on anniversary date of payment

Article 4 Good Standing

4.1 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.

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 Finance and Management

5.1 The fiscal year of the Corporation shall be April 1 to March 31, or such other period as the Board may from time to time determine.

5.2 At each Annual General Meeting the members shall appoint an Auditor.

5.3 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.

5.4 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.

5.5 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.

5.6 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.

5.7 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.

Article 6 Governance

Composition of the Board of Directors

6.1 The Board of Directors of the Corporation shall consist of six (6) Directors and at all times there shall at least be one Director who is female and one Director who is male.

Powers of the Board

6.2 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.

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

6.4 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.

6.5 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.

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

6.7 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.

Election of Directors

6.8 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.

6.9 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.

6.10 All Directors shall serve terms of two years and no Director shall serve more than three two year terms.

6.11 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.

Resignation and Removal of Directors

6.12 A Director may resign from the Board at any time by presenting his notice of resignation to the Board. The resignation shall become effective the date on which the request is accepted by the Board.

6.13 A Director may not resign from the Corporation when the Director is subject to a disciplinary investigation or action of the Corporation.

6.14 The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board.

6.15 A Director may be removed by Special Resolution of the members at a General Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the General Meeting.

Meetings of the Board

6.16 Meetings of the Board may be convened any time by the President, the Executive Director, or any three (3) Directors, or by the Secretary, upon the direction of the President, the Executive or any three (3) Directors.

6.17 Written notice of Board Meetings shall be given to all Directors at least three (3) days prior to the date of the meeting.

6.18 At any meeting of the Board of Directors, quorum shall consist of four (4) Directors.

6.19 Unless specified otherwise, questions shall be decided by majority vote, where the Chair of the meeting does not carry a vote. In the event of a tie, the Chair shall cast a deciding vote. Voting shall be by show of hands unless a majority of Directors request a secret ballot.

6.20 A Meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

6.21 A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if regularly passed at a meeting of Directors.

Officers

6.22 The Officers of the Corporation are the President, Vice-President Finance and four Vice Presidents-at-Large, and the Executive Director, who also acts as the Secretary.

6.23 The duties of the Officers are as follows:

a) The President 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.

b) The Vice-President Finance shall cause to be kept proper accounting records as required by the Act, shall cause to be deposited all monies received by the Corporation into the Corporation's bank account, as directed by the Board shall supervise the management and disbursement of funds of the Corporation, when required shall provide the Board with an account of financial

transactions and the financial position of the Corporation at each meeting, 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.

c) The Secretary/Executive Director shall attend all meetings of the Board at its invitation, shall keep proper minutes and notes of all meetings and discussions and deliberations of the Directors and of the members, shall issue written notices of all meetings of the Directors and of members, shall maintain the register of members(both facilities and individual members), shall ensure that all official documents and records of the Corporation are properly kept, shall be the custodian of the seal of the Corporation and shall perform such other duties as may from time to time be established by the Board.

d) The duties of the remaining four Vice-Presidents-at-Large shall be as determined from time to time by the Board in accordance with the needs of the Corporation.

6.24 The board shall appoint the Officers from among the Directors at the first meeting of the Board following the Annual General Meeting. Officers shall serve terms of two year and no Officer shall serve more than three (3) two year terms except the Executive Director who is not elected.

6.25 Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

6.26 An Officer may be removed by Special Resolution of the members in a General Meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the General Meeting.

Committees

6.27 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.

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

6.29 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 the Corporation's policies and procedures.

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

Conflict of Interest

6.31 A Director, Officer, Regional Executive Committee members 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, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Meetings of Members

6.32 General Meetings of members shall include Annual General Meetings and Special General Meetings.

6.33 Written notice of General Meetings shall be given to all Members at least twenty (20) days prior to the date of the meeting.

6.34 The Corporation shall hold an Annual General Meeting of Members no later than six (6) months after the end of the previous fiscal year.

6.35 A Special General Meeting of the Members may be called at any time by the President or by the Board.

6.36 Voting members shall exercise their votes through a delegate, appointed in writing.

6.37 Quorum at a General Meeting shall be those delegates present in person who represent 25 percent of voting members

6.38 Unless specified otherwise, questions at General Meetings shall be decided by Special Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands unless a majority of members approve a secret ballot.

6.39 A General Meeting may be adjourned from time to time and from place to place, but 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.

Article 7 Regions

7.1 The Corporation shall establish Regions to further the purposes of the Corporation in specified geographical areas. Such Regions are governed by an elected Regional Executive Committee that shall act as the official representative of the Corporation within the specified geographical area, shall deliver local programs and resources and shall communicate local concerns to the Corporation.

7.2 The Regions of the Corporation are as follows:

- a) **Northern Muskoka** - Counties of Sudbury, Manitoulin, Temiskaming, Parry Sound, Nipissing, Cochrane, Simcoe, Grey and Haliburton
- b) **Northwestern Ontario** - Counties of Kenora, Rainy River, Thunder Bay
- c) **Ottawa and District** - Counties of Renfrew, Lanark, Carleton, Dundas, Russell, Stormont, Prescott, and Glengarry
- d) **Central Ontario** - Counties of Peterborough, Northumberland, Prince Edward, Hastings, Frontenac, Lennox, Addington, Leeds and Grenville, Victoria and Durham
- e) **Toronto** - City of Toronto and County of Peel
- f) **Western Ontario** - Counties of Norfolk, Oxford, Waterloo, Brant, Wentworth, Halton, and Wellington
- g) **Southwestern Ontario** - Counties of Essex, Kent, Lambton, Elgin, Middlesex, Huron, Perth and Bruce
- h) **York North** - Counties of York and Dufferin
- i) **Niagara** - Counties of Haldimand, Welland and Lincoln.

Regional Executive Committee

7.3 There shall be elected annually in each Region at a Regional Meeting a Leader, or President, or League Organizer and at least three other representatives, which may include but are not limited to a Vice-President, a Secretary and Vice-President Finance. These elected representatives shall comprise the Regional Executive Committee.

7.4 The Regional Executive Committee shall implement, support, advocate and, when necessary, enforce Corporation policies, including the Code of Conduct.

7.5 The Regional Executive Committee shall oversee election procedures and develop job descriptions for each position on the Regional Executive Committee.

7.6 Members of a Regional Executive Committee shall serve terms of one year and no member shall serve more than five (5) consecutive terms.

7.7 If, for any reason after June 1st of any year, a Regional Executive Committee has not been elected, the President of the Corporation may appoint a Regional Executive Committee.

7.8 Where a position on a Regional Executive Committee becomes vacant for whatever reason, the Regional Executive Committee may appoint a qualified individual to fill the vacancy for the remainder of the position's term.

7.9 A member of a Regional Executive Committee may be removed by Special Resolution of the members at a Regional Meeting, provided the member has been given notice of and the opportunity to be present and to be heard at the Regional Meeting.

Regional Meeting

7.10 Regional Meetings shall include Annual Regional Meetings and General Regional Meetings. Written notice of Regional Meetings shall be given to all members in the region at least ten (10) days prior to the date of the meeting.

7.11 Annual Regional Meetings shall be held at least six weeks prior to the Corporation's Annual General Meeting.

7.12 Regional Meetings may be called at any time by the Leader of the Regional Executive Committee or by the President of the Corporation.

7.13 At Regional Meetings Full Club Members, Associate Club Members, Associate Community Members and Affiliated Association Members shall have one vote for each paid-up squash court as at the end of the Corporation's previous fiscal year.

7.14 Quorum at a Regional Meeting shall be those members present in person who represent 25 percent of the total number of votes eligible to be cast at such a meeting.

7.15 Unless specified otherwise, questions at Regional Meetings shall be decided by Ordinary Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands unless a majority of members approve a secret ballot.

Article 8 Tournaments

8.1 No member of the Corporation, other than a Full Club Member, an Associate Club member or Associate Community member, shall hold or sponsor a squash tournament in Ontario, nor permit a squash tournament to be held on its premises in Ontario, other than tournaments restricted to its own members, unless such squash tournament has been sanctioned by the Corporation and such sanction has not been withdrawn.

8.2 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.

8.3 Should a host club not abide by the terms and conditions under which a sanction has been granted, such sanction may be withdrawn.

8.4 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 racquets association, may participate in any Corporation-sanctioned squash activity, provided the player meets any applicable residency requirements.

Article 9 Indemnification

9.1 The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Officer and Regional Executive 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 Regional Executive Committee member.

9.2 The Corporation shall not indemnify a Director, Officer, Regional Executive Committee member or any other individual for acts of fraud, dishonesty, or bad faith.

9.3 The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Regional Executive Committee members, as the Board may determine.

Article 10 Notice

10.1 In these Bylaws, written notice shall mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Corporation, Director, Regional Executive Committee member, or member, as the case may be.

10.2 Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

10.3 The accidental omission to give notice of a meeting of the Directors, Members or Regional Executive Committee members, the failure of any Director, Member or Regional Executive Committee 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 11 Amendments to Bylaws

11.1 The Bylaws of the Corporation may only be amended, revised, repealed, or added to by a Special Resolution at a General Meeting of members. The twenty (20) days' notice of the General Meeting must include details of the proposed resolution to change the Bylaws.

Article 12 Adoption of these Bylaws

12.1 These Bylaws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on August 22nd, 2002.

12.2 These Bylaws were amended by a Special Resolution of the Members of the Corporation at a Special General Meeting duly called and held on 8 March 2009

12.3 These Bylaws were amended by the Members at an annual meeting held 12 September 2010.

12.4 These Bylaws were amended by the Members at an annual meeting held 16 June 2012

12.5 In ratifying these Bylaws, the Corporation repeals all prior Bylaws provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.