

CONSTITUTION OF SASKATCHEWAN SQUASH INC.

ARTICLE 1 NAME

1.1

The name of the association shall be SASKATCHEWAN SQUASH INC., hereafter referred to as SSI.

ARTICLE 2 INCORPORATION

2.1

SSI was originally incorporated under *The Societies Act* on December 28, 1977. It is currently incorporated under *The Saskatchewan Non-Profit Corporations Act, 1995, SS 1995, C N-4.2* and has a Corporate Number of 204166.

ARTICLE 3 MISSION AND OBJECTS

3.1

It shall be the Mission of SSI to promote, encourage, and regulate the sport of Squash in the Province of Saskatchewan in accordance with the rules of the game and the regulations of Squash Canada.

3.2

It shall be the Object of SSI:

- a) To represent the interests of SSI and Members in National, Provincial, and Local matters;
- b) To provide quality services to players and to increase the number of people playing squash in Saskatchewan;
- c) To enhance the image of squash through innovative promotion; and
- d) To have an organizational structure that will allow SSI to achieve its goals.

ARTICLE 4 DISSOLUTION

4.1

Subject to *The Saskatchewan Non-Profit Corporations Act, 1995, SS 1995, C N-4.2, ss 199(5-6)*, on dissolution of the Association, its property and assets shall, after the payment of all liabilities, be transferred to one or more charitable corporations as may be decided by the Association in a General Meeting, as defined in SSI's bylaws.

BYLAWS OF SASKATCHEWAN SQUASH INC.

ARTICLE 1 GENERAL

1.1

These Bylaws relate to the general conduct of the affairs of Saskatchewan Squash Inc., a non-profit corporation from Saskatchewan.

1.2.

The following terms have these meanings in these Bylaws:

Act – *The Saskatchewan Non-Profit Corporations Act, 1995*, SS 1995, C N-4.2, the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Annual General Meeting – the annual meeting of the Members;

Articles – the restated articles of continuance of the Association;

Association – Saskatchewan Squash Inc.;

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

Board – the Board of Directors of the Association;

Days – total days irrespective of weekends and holidays;

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

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

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

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

Special Resolution – a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.3

Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Association as set out in the Articles.

ARTICLE 2 REGISTERED OFFICE

2.1

The registered office of SSI shall be at such location in Saskatchewan as the Board may from time to time determine.

ARTICLE 3 CUSTODY AND USE OF SEAL

3.1

The seal of the Association shall be in the custody of the President or such other person as may be designated by the Board; all papers required to be sealed on behalf of SSI shall be sealed in the presence of the President or of such other person as may be designated by Ordinary Resolution of the Board.

ARTICLE 4 MEMBERSHIP OF SSI

4.1

SSI shall be entitled to take out membership in such other organizations as are appropriate to its objects.

4.2

SSI shall be a Member of Squash Canada.

ARTICLE 5 MEMBERSHIP IN SSI

5.1

The Association shall have one class of membership as follows:

- a) Regular Membership, the Members of which shall be entitled to vote at all meetings of Members.

5.2

Each Member agrees to abide by the Articles of Incorporation, the Constitution, the Bylaws, and the current policy and procedures of SSI.

5.3

Membership dues for Members will be as determined by the Board.

5.4

Participation in all SSI sponsored events is available only to Members of SSI or reciprocating organizations, unless the event is specified otherwise. Reciprocating Organizations shall be defined as any organizations whose mandate is derived from the facilitation, promotion, and organization of the game of squash in a defined domain, such as Squash Manitoba Inc.

5.5

Any Member may withdraw from SSI at any time, but upon withdrawal will not be entitled to any refund of fees due or paid for the current term.

5.6

The Board may, at its sole discretion, terminate or suspend for a period of time to be determined by the Board, the membership of any Member if it determines that doing so would be in the best interest of SSI.

5.7

The Board may, at its sole discretion, reinstate the membership terminated or suspended under Article 5.6 if it determines that doing so would be in the best interest of SSI.

5.8

Members in good standing are defined as those Members whose current fees are paid and who have not been suspended.

ARTICLE 6 MEETINGS OF MEMBERS

6.1

Meetings of Members will include Annual General Meetings and Special General Meetings.

6.2

The Annual General Meeting shall be held on a date fixed by the Board. It shall be held no later than six (6) months after the end of the previous fiscal year.

6.3

A Special General Meeting may be called by the President as and when he or she considers it necessary. The President shall call a Special General Meeting when requested to do so by at least ten (10) Members in good standing; such Special Meeting shall be held within forty (40) days of receipt of the request.

6.4

Notice of all Annual General Meetings and Special General Meetings shall be given to the Members at least twenty-one (21) days prior to such meeting by means determined by the Board.

6.5

Twenty-Five (25) voting Members personally present shall constitute a quorum at any Annual General Meeting or Special General Meeting. Quorum shall be determined by registration at the meeting and shall be deemed to continue to the close of business of the Annual General Meeting or Special General Meeting.

6.6

Each Member in good standing shall be entitled to one (1) vote on each motion brought before the meeting.

6.7

Each question shall be decided by a show of hands except as required by the bylaws unless any Member demands a secret ballot. Declaration by the Chair that a resolution has been carried or not shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

6.8

There shall be no voting by proxy at any meeting of the General Members, Board of Directors, or any Committee or Subcommittees. A majority vote governs all issues except amendment of Bylaws or as provided by Law. The President shall have casting vote.

6.9

An auditor may be appointed by the Members of the Association at the Annual General Meeting for the purpose of auditing the books of the Association.

ARTICLE 7 GOVERNANCE

7.1 THE BOARD

The supervision and business responsibility of SSI shall reside with the Board.

7.2

The Board shall conduct the affairs of the Association in accord of the Laws of Canada and Saskatchewan, and also with the Articles of Incorporation, the Constitution, the Bylaws, and the current policy and procedures of SSI.

7.3

The Board shall consist of up to ten (10) elected Directors; or such other number between three (3) and twenty (20) as may be determined from time to time by the Members at a General Meeting. All Directors must be Members of SSI.

7.4

All actions of the Board and its representatives are to be approved annually by the General Membership by an approving motion at a General Meeting.

7.5 ELECTION OF DIRECTORS

Members shall make nominations from within its own membership for election of Directors at an Annual General Meeting. A simple majority of votes cast shall be necessary to elect.

7.6

Directors shall be elected for two (2) year terms; each election shall elect a total of one half (1/2) of the membership of the Board.

7.7

A vacancy on the Board may be filled by appointment by the Board; the Board's appointee shall hold office for the balance of the term of office of the Director whose place has been taken, subject to the approval of the Members at the next duly constituted General Meeting.

7.8

The Members may, by Special Resolution at a general meeting, remove any Director before the expiration of his or her term of office and may, by an Ordinary Resolution at that same meeting, elect a person in his or her stead for the remainder of his or her term.

7.9

Directors will act honestly, responsibly and in good faith in the best interests of the Association and will comply with the Articles of Incorporation, the Constitution, the Bylaws, and the current policy and procedures of SSI.

7.10

Directors shall serve in their role as Directors without remuneration.

7.11 BOARD MEETINGS

The Board shall normally meet monthly but not less than every three months. A majority of Directors personally present at any such meeting shall constitute a quorum.

7.12

Directors will endeavor to attend all meetings punctually. If any Director fails to attend three (3) consecutive Board Meetings, he or she may, by unanimous consent of the remaining Directors, be removed from his or her office.

7.13

A Director or Directors may participate in a meeting of the Board or of a Committee by telephone and a Director or Directors participating in the meeting by telephone shall be deemed to be present at the meeting.

7.14

Notice of Board Meetings may be given in the Minutes distributed at least one week prior to the date of the meeting.

7.15

Each member of the Board shall be entitled to one vote except the President who, if present, serves as Chair and shall cast a vote only in the event of a voting tie. The Executive Director shall endeavor to attend all Board Meetings but shall not have a vote. Matters may be voted upon outside of scheduled Board Meetings by way of telephone or email.

7.16

All decisions of the Board shall be passed by an Ordinary Resolution.

7.17 BOARD ADMINISTRATION

The Board may establish binding policy and procedure directives by way of an Ordinary Resolution.

7.18

The Board may appoint full or part-time Staff, Directors, or Employees as are required from time to time.

7.19

The Board may establish such permanent or temporary Committees or Subcommittees that are necessary; and shall establish the terms of reference and membership of any required Committees; provide resources for committee functions; and ensure Committee-reporting procedures.

7.20

All Committees of the Board shall operate in accordance with the policies and procedure directives laid down by the Board.

7.21 INDEMNIFICATION

The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

7.22

The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 8 OFFICERS

8.1

The Officers of SSI shall be the President, the Vice-President, the Executive Director, and such others as may be determined by the Board from time to time. The President and Vice-President shall be elected annually by and from the Board of Directors.

8.2

The President:

- (1) Shall be the official representative of the Association;
- (2) Shall preside at all meetings of the Association and of the Board, and shall have no vote other than the casting vote in the event of a tie;
- (3) Shall be ex-officio a member of all Committees, except a Nomination Committee should one be required;
- (4) Shall appoint chairpersons of Committees, subject to Board approval; and
- (5) Shall be responsible for the general management and supervision of the affairs and operations of the Association.

8.3

The Vice President(s):

- (1) Shall carry out their defined duties on behalf of the Association; and
- (2) Shall preside at all meetings in the absence of the President, assuming his or her functions at such times.

8.4

The Executive Director:

- (1) Shall be responsible for the management and supervision of the operations of the Association;
- (2) Shall perform the duties of Secretary and thus will have charge of the minute books of the Association and the documents and registers required to be maintained under the Act;
- (3) Shall give, or cause to be given, notices of all Board Meetings and of Members;
- (4) Shall certify all documents of the Association which require certification; and
- (5) Shall perform such other duties as may from time to time be established by the Board.

ARTICLE 9 CONFLICT OF INTEREST

9.1

In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and Squash Canada Inc.'s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or

transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 10 FINANCE

10.1

The Board shall be responsible for the securing, controlling, and accounting of the finances of the Association. All operating funds of SSI shall be placed and kept in legal accounts approved by the Board.

10.2

The fiscal year of the Association will be from September 1 to August 31, or such other period as the Board may from time to time determine.

10.3

All documents providing payments by SSI shall be signed by two persons designated by the Board. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by Ordinary Resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Association. Any instruments or contracts so signed will be binding upon the Association without any further authorization or formality.

10.4

Funds may be placed in investment programs, securities and properties, to the advantage of SSI and as approved by the Board.

10.5

The financial statements of the immediately preceding fiscal year shall be ratified at the Annual General Meeting.

10.6

The Association 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.

10.7

The Association may invest and may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 11 AMENDMENT OF BYLAWS

11.1

A Member, supported by a seconder, may propose amendments to the Constitution or such other Bylaws established by the General Membership, that are not defined as fundamental changes to the Association as defined by ss. 161-183 of the Act, by submitting such amendments in writing to the Board twenty-one (21) days in advance of a General Meeting.

11.2

The Board will then circulate the proposed amendment amongst the Membership at least fourteen (14) days in advance of the General Meeting by circulating a Notice of Motion to Amend. Notice distributed in accordance with the Membership's most recently provided contact information shall be deemed sufficient.

11.3

The proposed amendment itself may then be moved and requires a Special Resolution at a General Meeting to be passed. Amendments are to take effect at the conclusion of the General Meeting at which they are passed.

11.4

Changes defined as fundamental changes to the Association by ss. 161-183 of the Act must be amended in the manner prescribed by the Act.

ARTICLE 12 COMING INTO FORCE

12.1

These Bylaws shall supersede all previous Bylaws and shall come into force at, and be effective from, the effective date that it is passed by the Voting Members.